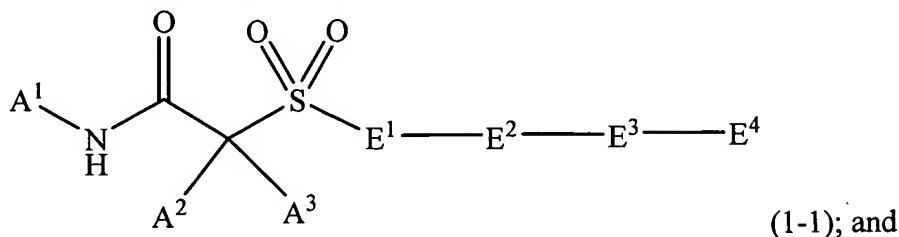


Listing of Claims

1. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (1-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents; and

E¹ is aryl optionally substituted with one or more independently selected R^x substituents;

and

E² is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^x substituents; and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E⁴ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein any such group:

comprises at least two carbon atoms, and

is substituted with one or more independently-selected halogen, and

is optionally substituted with one or more independently selected R^d substituents;

and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy,

carbocyclyloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, heterocyclyloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and

alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,

thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclylalkyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

2. **(original)** A compound or salt thereof according to claim 1, wherein E¹ is phenyl.

3. **(original)** A compound or salt thereof according to claim 2, wherein A¹ is tetrahydropyranyl.

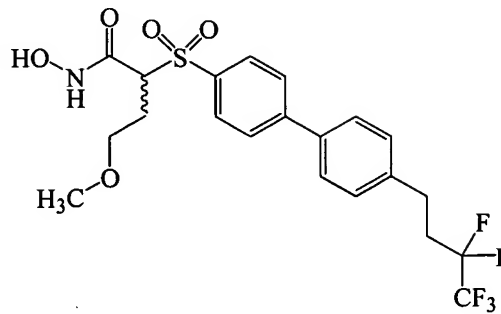
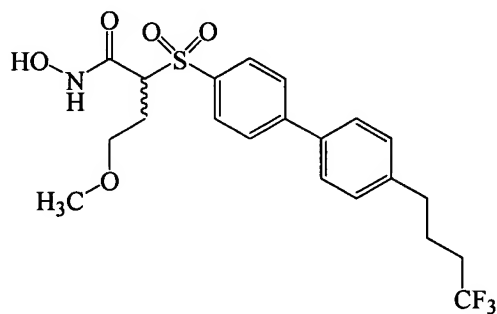
4. **(original)** A compound or salt thereof according to claim 2, wherein A¹ is hydrogen.

5. **(original)** A compound or salt thereof according to claim 2, wherein A¹ is hydroxy.

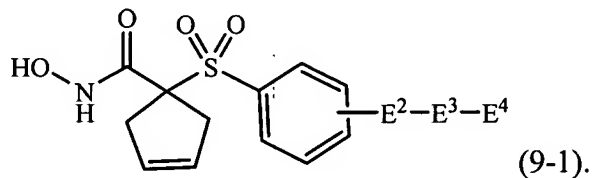
6. **(original)** A compound or salt thereof according to claim 5, wherein A² is hydrogen.

7. **(original)** A compound or salt thereof according to claim 6, wherein A³ is alkoxyalkyl.

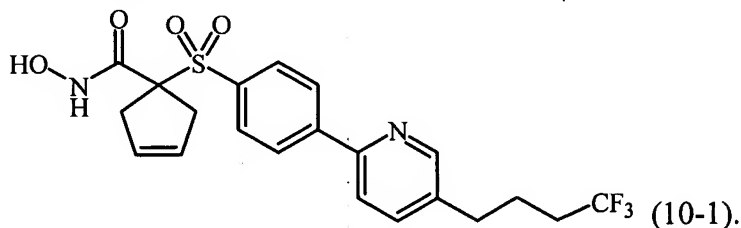
8. **(original)** A compound or salt thereof according to claim 7, wherein the compound is selected from the group consisting of:



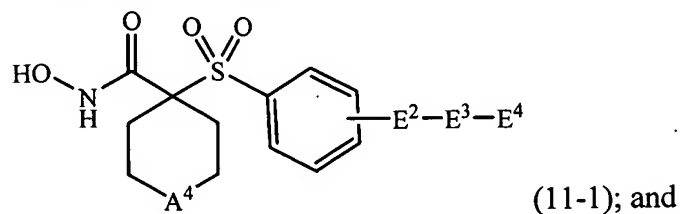
9. **(original)** A compound or salt thereof according to claim 5, wherein the compound corresponds in structure to Formula (9-1):



10. **(original)** A compound or salt thereof according to claim 9, wherein the compound corresponds in structure to Formula (10-1):

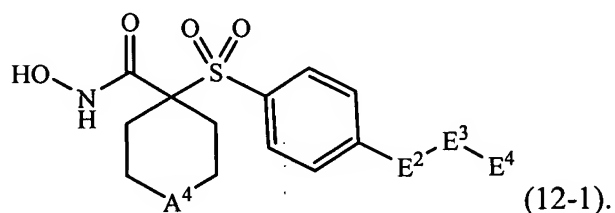


11. **(original)** A compound or salt thereof according to claim 5, wherein:
the compound corresponds in structure to Formula (11-1):

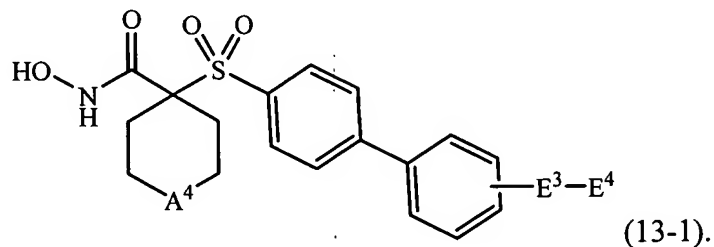


A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

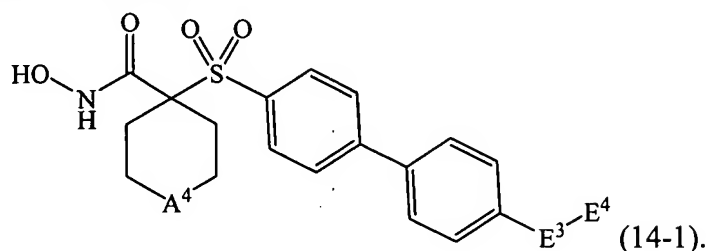
12. **(original)** A compound or salt thereof according to claim 11, wherein the compound corresponds in structure to Formula (12-1):



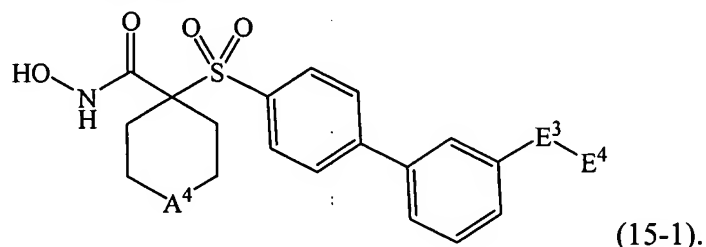
13. **(original)** A compound or salt thereof according to claim 12, wherein the compound corresponds in structure to Formula (13-1):



14. **(original)** A compound or salt thereof according to claim 13, wherein the compound corresponds in structure to Formula (14-1):

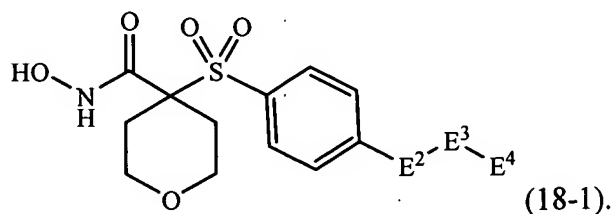


15. **(original)** A compound or salt thereof according to claim 13, wherein the compound corresponds in structure to Formula (15-1):



Claims 16-17 (canceled)

18. **(original)** A compound or salt thereof according to claim 12, wherein the compound corresponds in structure to Formula (18-1):



Claims 19-21 (canceled)

22. **(original)** A compound or salt thereof according to claim 12, wherein E² is phenyl substituted with one or more independently selected R^x substituents.

23. **(original)** A compound or salt thereof according to claim 12, wherein E² is phenyl.

24. **(original)** A compound or salt thereof according to claim 12, wherein E² is heteroaryl substituted with one or more independently selected R^x substituents.

25. **(original)** A compound or salt thereof according to claim 12, wherein E² is heteroaryl.

26. **(original)** A compound or salt thereof according to claim 25, wherein E² is selected from the group consisting of furanyl, thienyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, thiodiazolyl, oxadiazolyl, pyridinyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, oxathiazinyl, oxepinyl, thiepinyl, benzofuranyl, isobenzofuranyl, benzoxazolyl, benzoisoxazolyl, benzothienyl, isobenzothienyl, benzothiazolyl, benzoisothiazolyl, benzothiadiazolyl, indolizinyl, pyranopyrrolyl, quinolinyl, isoquinolinyl, naphthyridinyl, phthalazinyl, quinoxalinyl, quinazolinyl, cinnolinyl, pteridinyl, and acridinyl.

27. **(original)** A compound or salt thereof according to claim 26, wherein E² is a 5-member heteroaryl.

28. **(original)** A compound or salt thereof according to claim 27, wherein E² is selected from the group consisting of thienyl and oxadiazolyl.

29. **(original)** A compound or salt thereof according to claim 26, wherein E² is a 6-member heteroaryl.

30. **(original)** A compound or salt thereof according to claim 29, wherein E² is selected from the group consisting of pyridinyl, pyrazinyl, and pyrimidinyl.

31. **(original)** A compound or salt thereof according to claim 12, wherein E⁴ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl,

carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein any such group:

comprises at least two carbon atoms, and
is substituted with one or more fluoro, and
is optionally substituted with one or more independently selected R^d substituents.

32. **(original)** A compound or salt thereof according to claim 12, wherein E⁴ is halo-C₂-C₆-alkyl.

33. **(original)** A compound or salt thereof according to claim 32, wherein E⁴ is C₂-C₆-alkyl substituted with one or more fluoro.

34. **(original)** A compound or salt thereof according to claim 32, wherein E⁴ is C₂-C₆-alkyl partially substituted with one or more independently selected halogen.

35. **(original)** A compound or salt thereof according to claim 34, wherein E⁴ is C₁-C₅-alkyl substituted with trifluoromethyl.

36. **(original)** A compound or salt thereof according to claim 35, wherein E⁴ is selected from the group consisting of -(CH₂)₂-CF₃ and -(CH₂)₃-CF₃.

37. **(original)** A compound or salt thereof according to claim 34, wherein E⁴ is selected from the group consisting of:

-CF₂-CH₃, and
C₁-C₄-alkyl substituted with -CF₂-CH₃.

38. **(original)** A compound or salt thereof according to claim 37, wherein E⁴ is selected from the group consisting of -CH₂-CF₂-CH₃ and -(CH₂)₂-CF₂-CH₃.

39. **(original)** A compound or salt thereof according to claim 34, wherein E⁴ is selected from the group consisting of:

-CF₂-CF₃, and

C₁-C₄-alkyl substituted with -CF₂-CF₃.

40. **(original)** A compound or salt thereof according to claim 39, wherein E⁴ is selected from the group consisting of -CH₂-CF₂-CF₃ and -(CH₂)₂-CF₂-CF₃.

41. **(original)** A compound or salt thereof according to claim 34, wherein E⁴ is C₂-C₆-alkyl comprising a carbon atom bonded to at least one hydrogen and at least one halogen.

42. **(original)** A compound or salt thereof according to claim 41, wherein E⁴ is C₂-C₆-alkyl comprising a carbon atom bonded to at least one hydrogen and at least one fluoro.

43. **(original)** A compound or salt thereof according to claim 42, wherein E⁴ is C₁-C₅-alkyl substituted with -CF₂H.

44. **(original)** A compound or salt thereof according to claim 43, wherein E⁴ is -(CH₂)₃-CF₂H.

45. **(original)** A compound or salt thereof according to claim 42, wherein E⁴ is C₁-C₅-alkyl substituted with -CH₂F.

46. **(original)** A compound or salt thereof according to claim 45, wherein E⁴ is -(CH₂)₃-CH₂F.

47. **(original)** A compound or salt thereof according to claim 42, wherein E⁴ is selected from the group consisting of:

-CF₂-CF₂H, and

C₁-C₄-alkyl substituted with -CF₂-CF₂H.

48. **(original)** A compound or salt thereof according to claim 47, wherein E⁴ is selected from the group consisting of -CF₂-CF₂H and -CH₂-CF₂-CF₂H.

49. **(original)** A compound or salt thereof according to claim 12, wherein E⁴ is halo-C₂-C₄-alkyl.

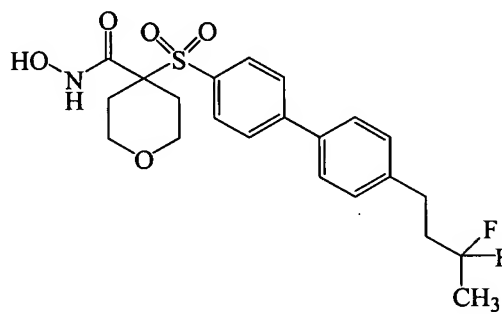
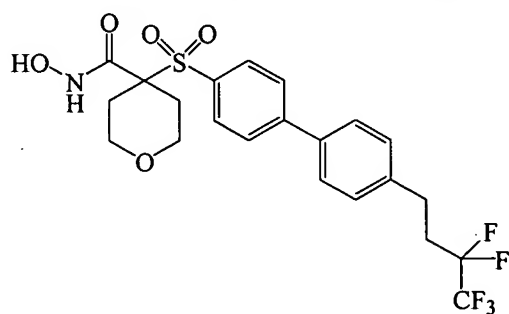
50. **(original)** A compound or salt thereof according to claim 49, wherein E³ is a bond.

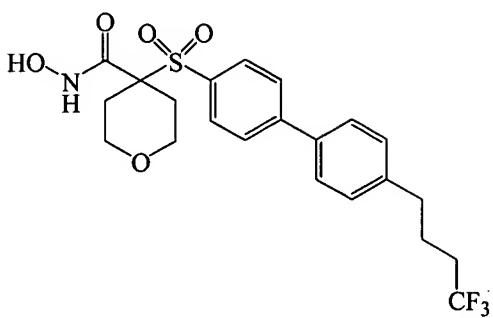
51. **(original)** A compound or salt thereof according to claim 50, wherein E⁴ is halo-C₃-C₄-alkyl.

52. **(original)** A compound or salt thereof according to claim 51, wherein E⁴ is selected from the group consisting of -(CH₂)₂-CF₃, -(CH₂)₃-CH₂F, -(CH₂)₃-CF₂H, -(CH₂)₂-CF₂-CH₃, -(CH₂)₃-CF₃, -(CH₂)₂-CF₂-CF₃, and -(CH₂)₂-C(CF₃)₂F.

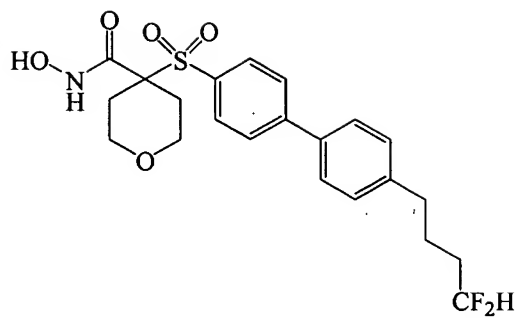
53. **(original)** A compound or salt thereof according to claim 52, wherein E² is phenyl optionally substituted with one or more substituents independently selected from the group consisting of halogen and haloalkyl.

54. **(original)** A compound or salt thereof according to claim 53, wherein the compound is selected from the group consisting of:

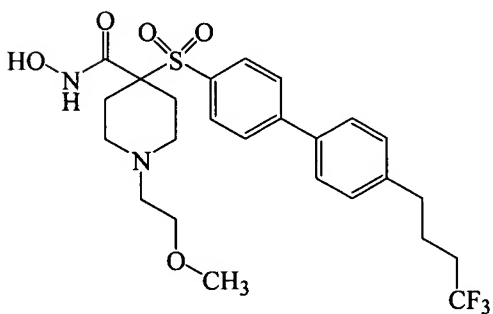




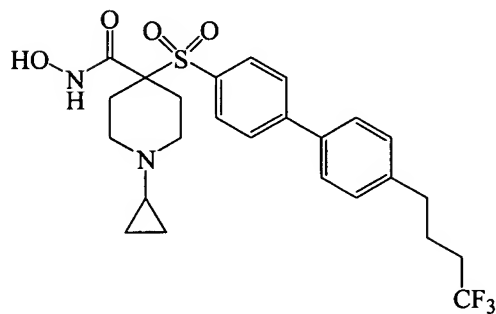
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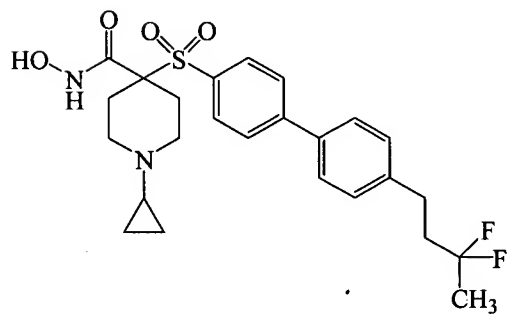
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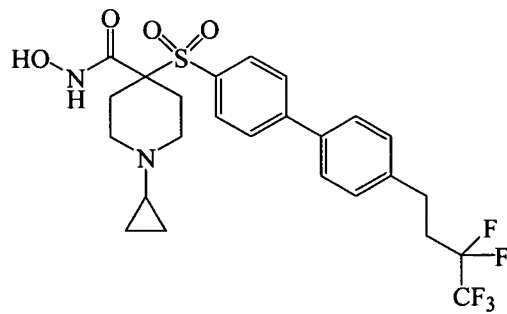
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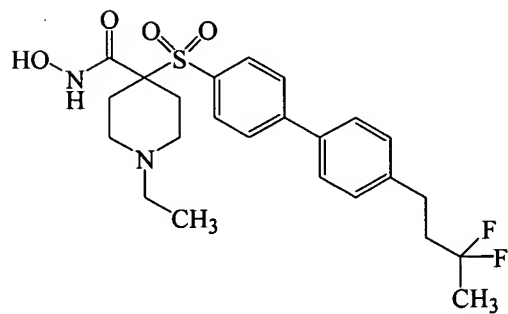
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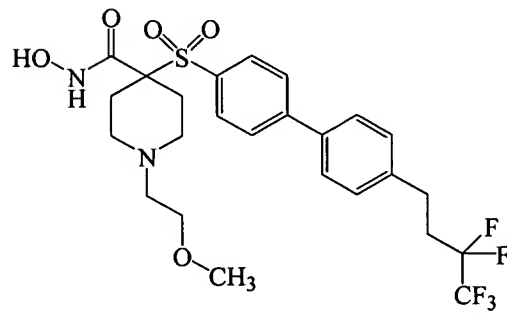
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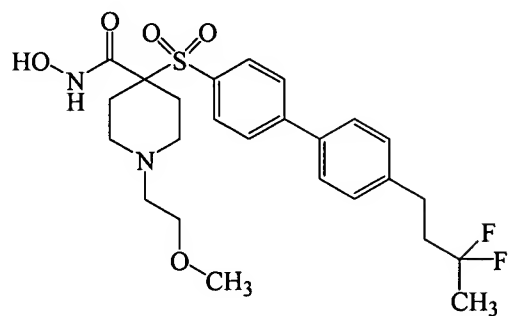
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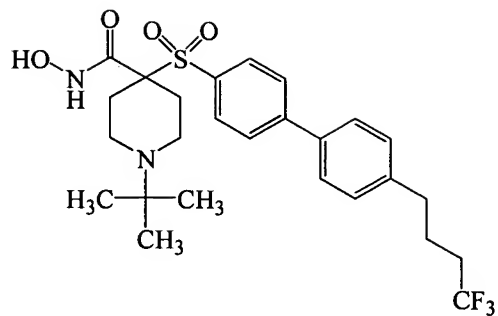
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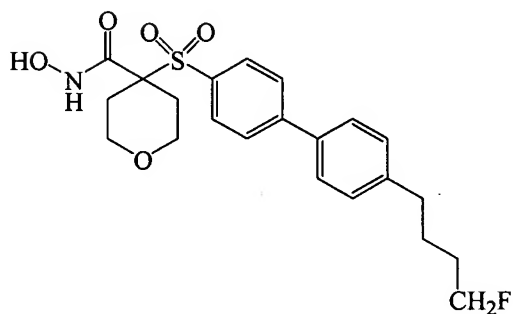
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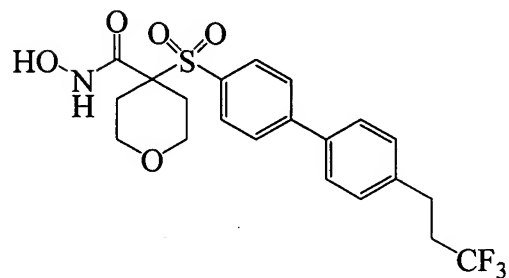
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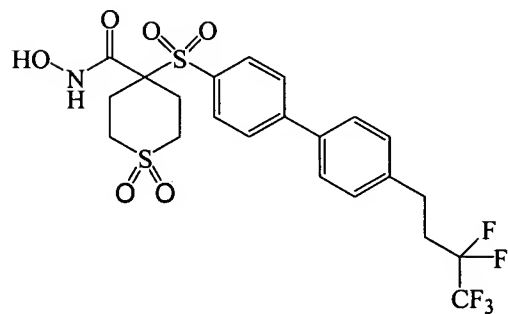
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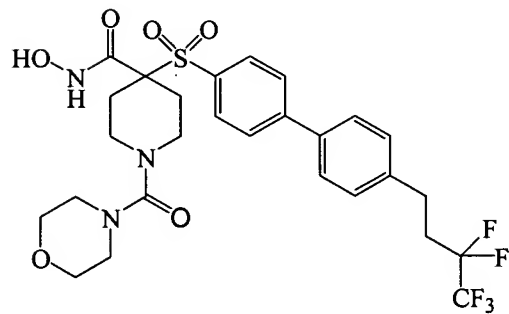
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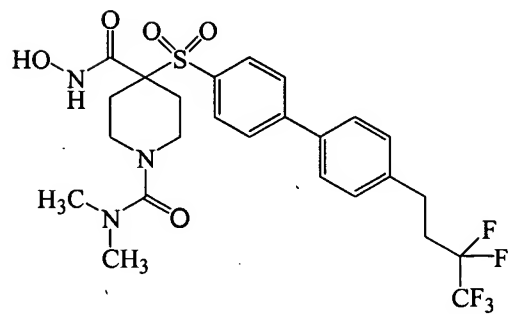
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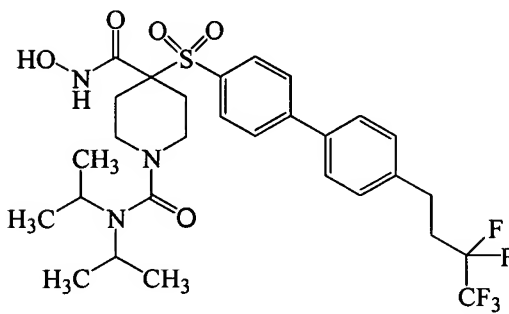
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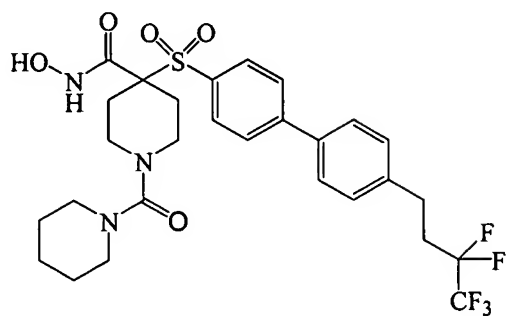
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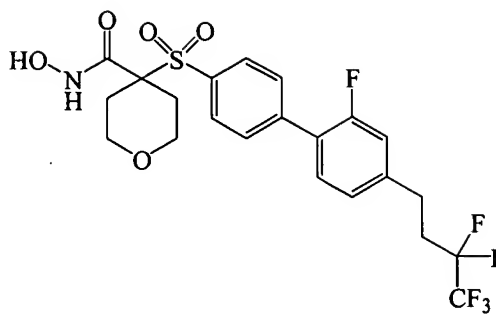
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(54-18),



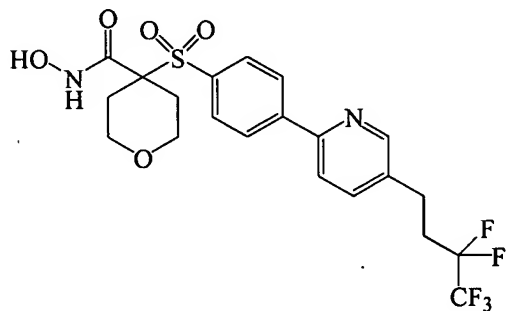
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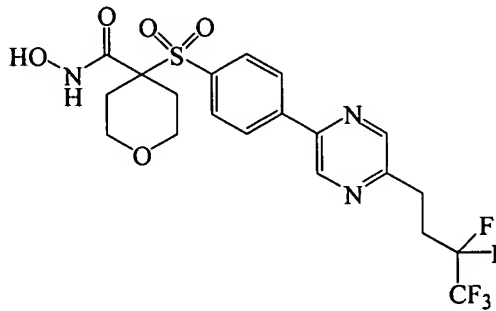
(54-20).

55. **(original)** A compound or salt thereof according to claim 52, wherein E² is selected from the group consisting of pyridinyl, pyrazinyl, and pyrimidinyl.

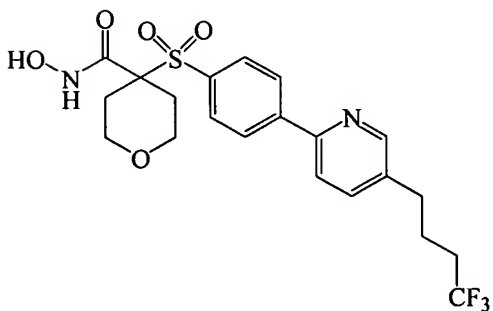
56. **(original)** A compound or salt thereof according to claim 55, wherein the compound is selected from the group consisting of:



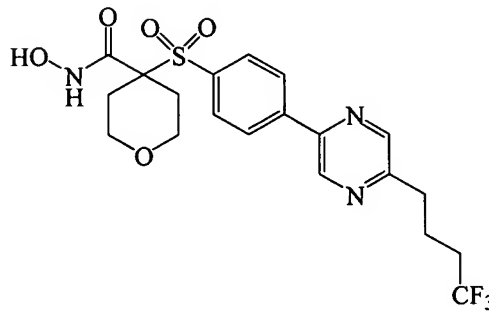
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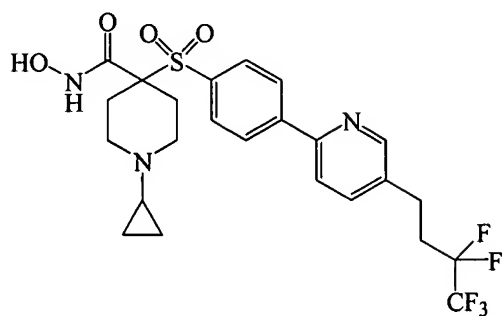
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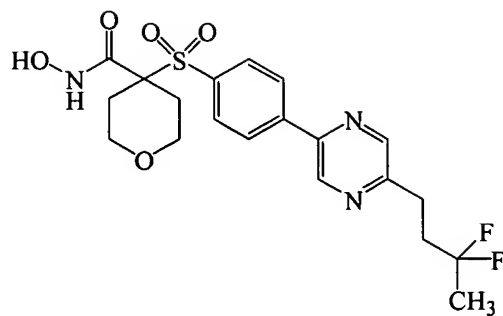
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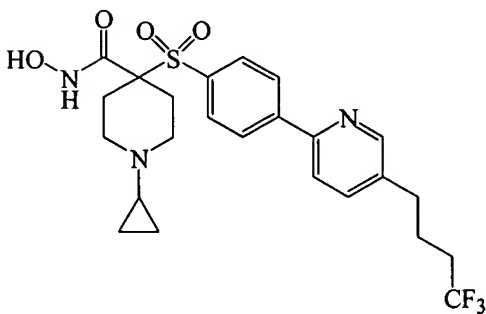
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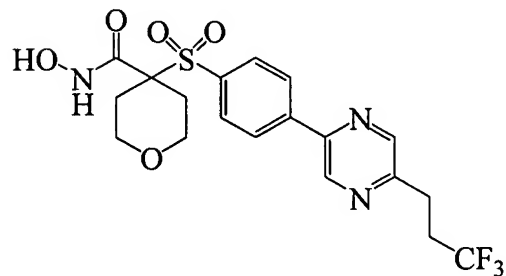
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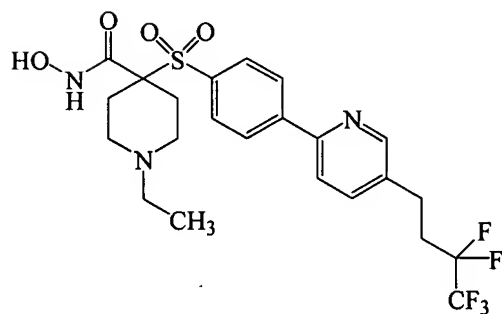
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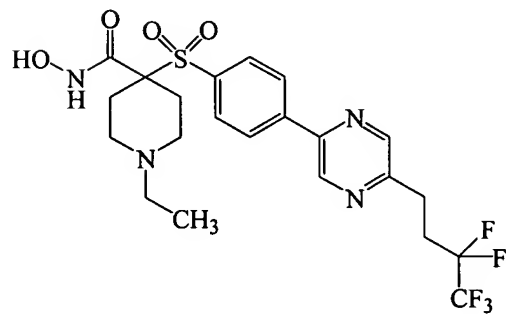
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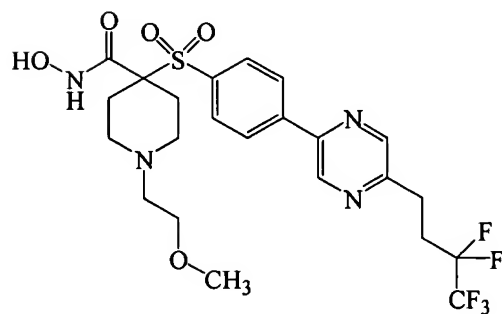
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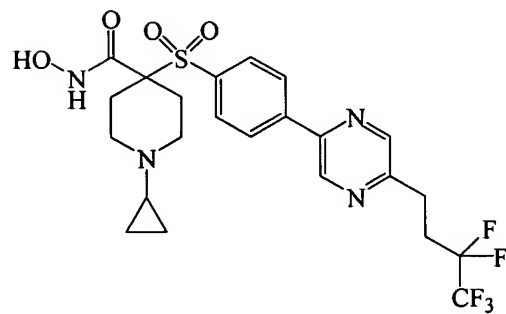
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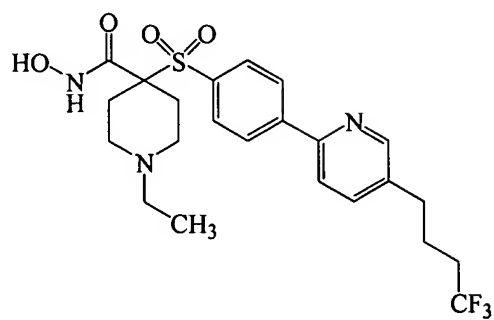
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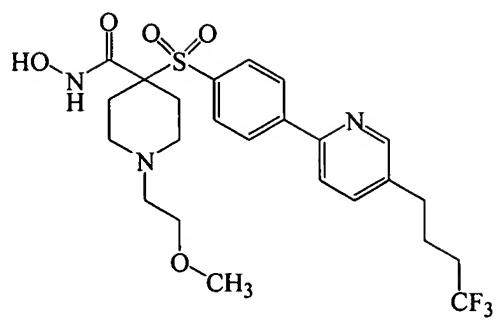
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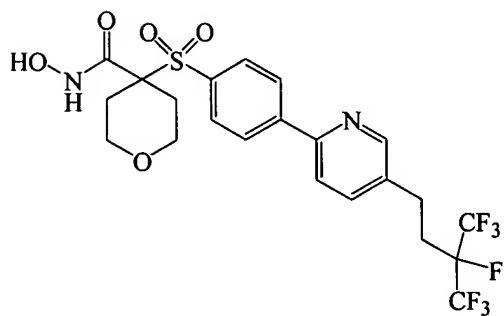
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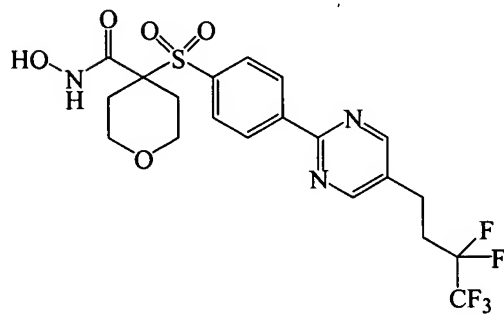
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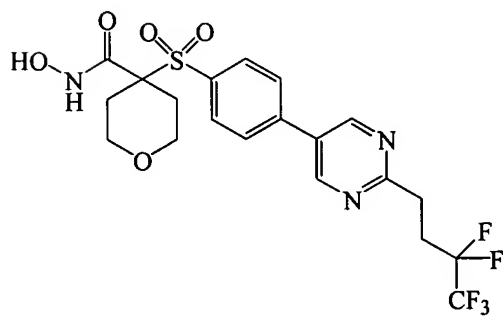
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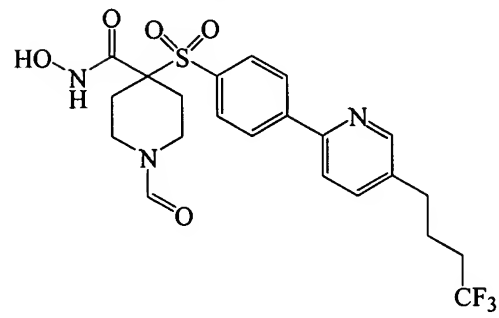
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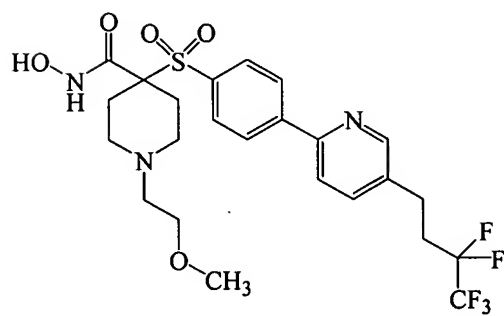
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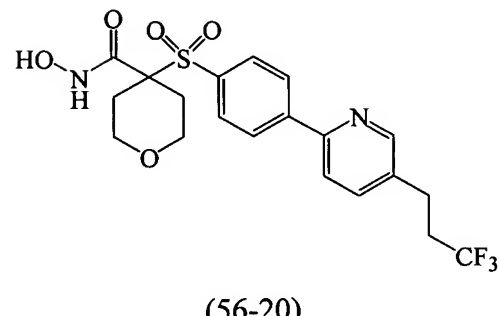
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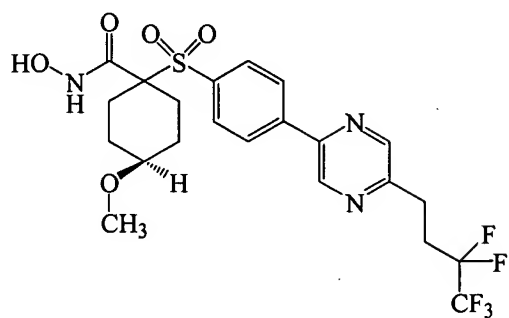
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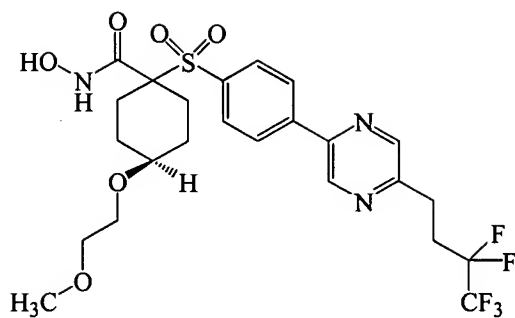
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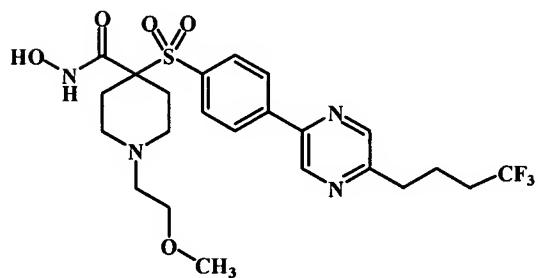
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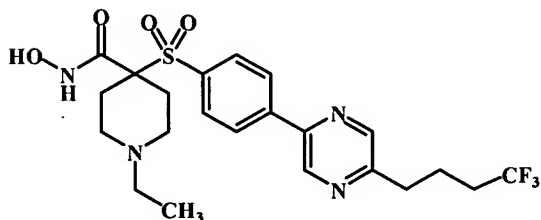
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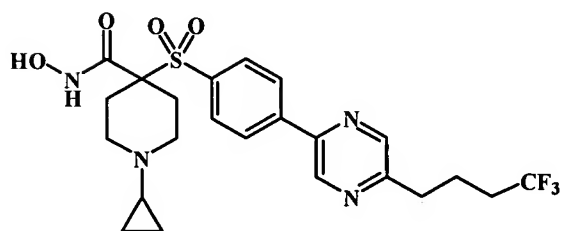
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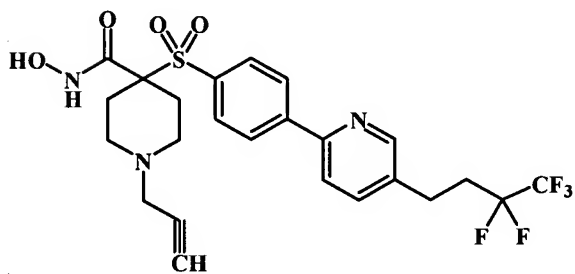
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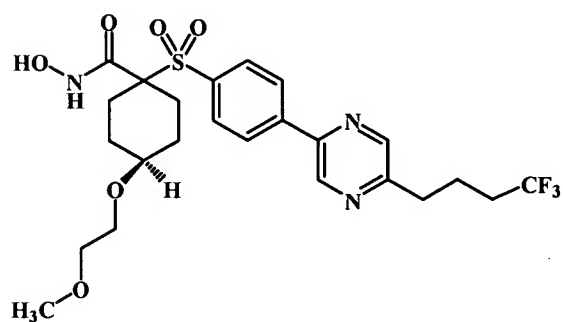
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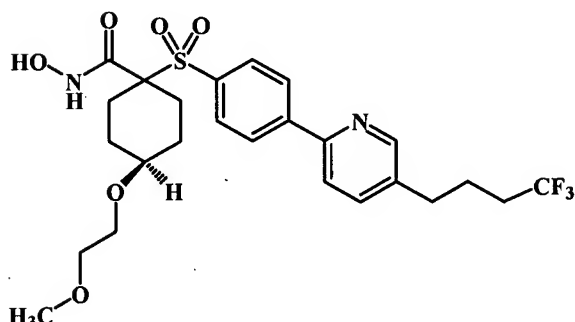
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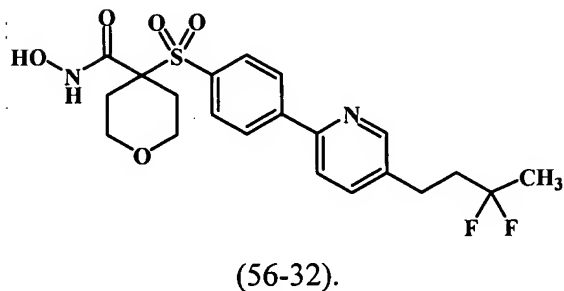
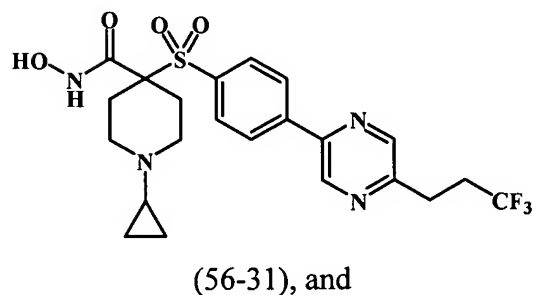
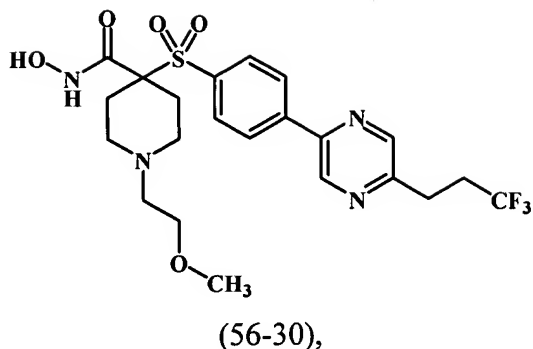
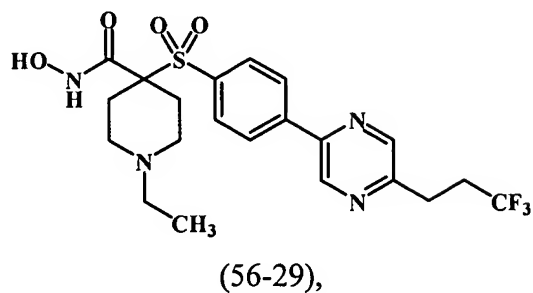
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(56-27),



(56-28),

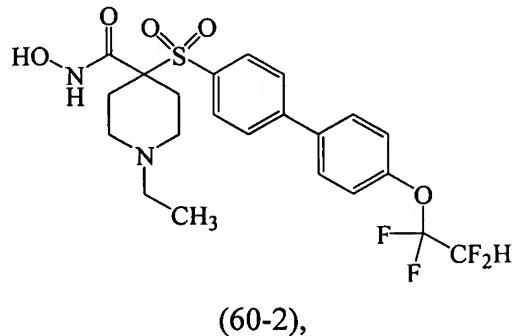
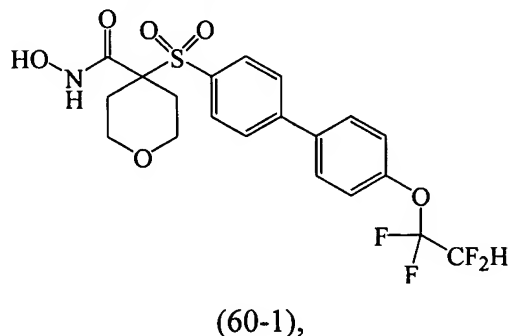


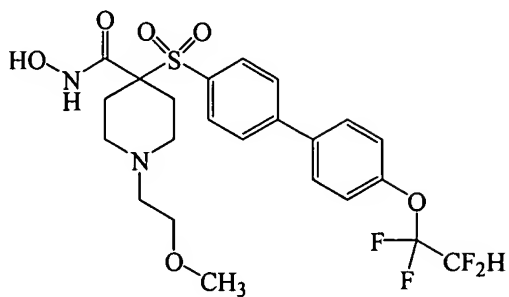
57. **(original)** A compound or salt thereof according to claim 49, wherein E³ is -O-.

58. **(original)** A compound or salt thereof according to claim 57, wherein E⁴ is selected from the group consisting of -CF₂-CF₂H, -(CH₂)₃-CF₃, -CH₂-CF₂-CH₃, -CH₂-CF₂-CF₂H, and -CH₂-CF₂-CF₃.

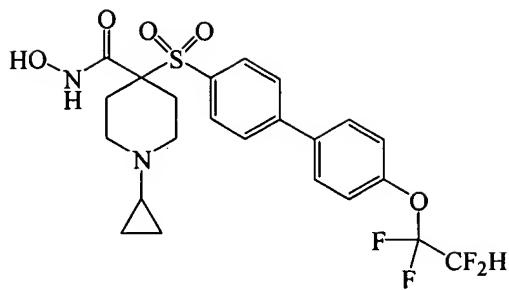
59. **(original)** A compound or salt thereof according to claim 58, wherein E² is phenyl.

60. **(original)** A compound or salt thereof according to claim 59, wherein the compound is selected from the group consisting of:

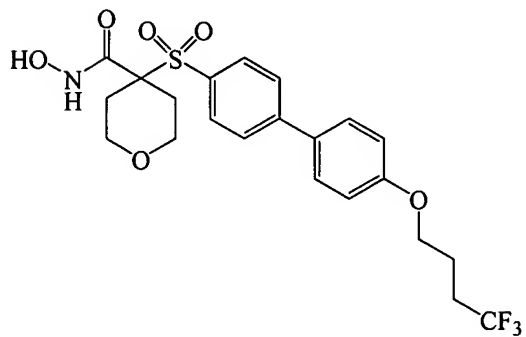




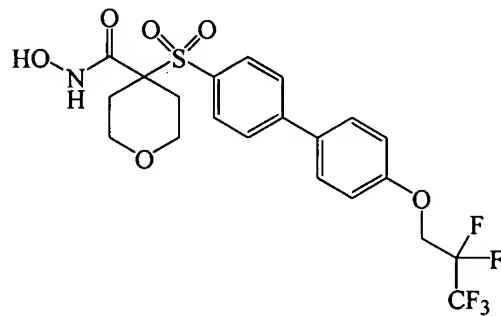
(60-3),



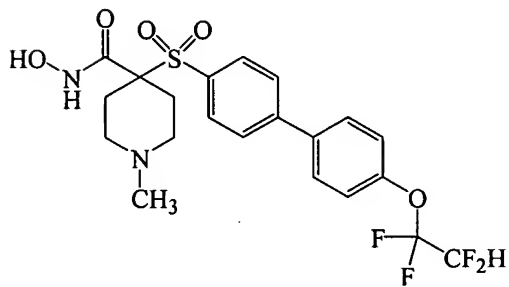
(60-4),



(60-5),



(60-6), and



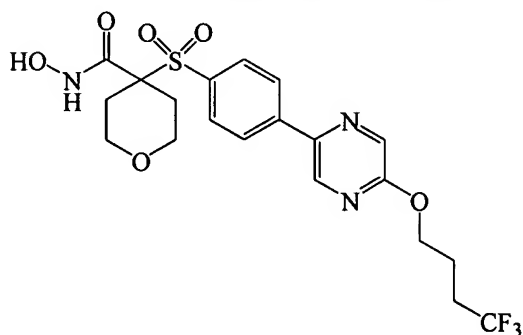
(60-7).

61. **(original)** A compound or salt thereof according to claim 58, wherein E² is phenyl substituted with substituted with one or more substituents independently selected from the group consisting of halogen and haloalkyl.

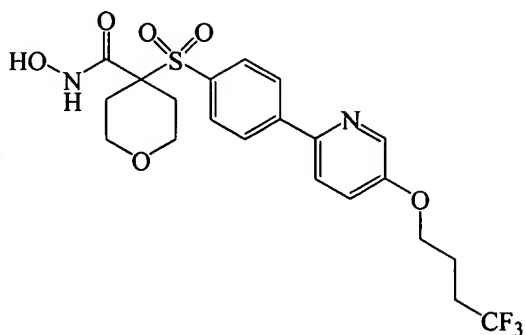
Claim 62 (canceled)

63. **(original)** A compound or salt thereof according to claim 58, wherein E² is selected from the group consisting of pyridinyl, pyrazinyl, and pyrimidinyl.

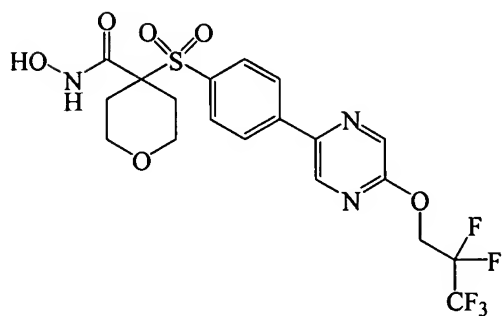
64. **(original)** A compound or salt thereof according to claim 63, wherein the compound is selected from the group consisting of:



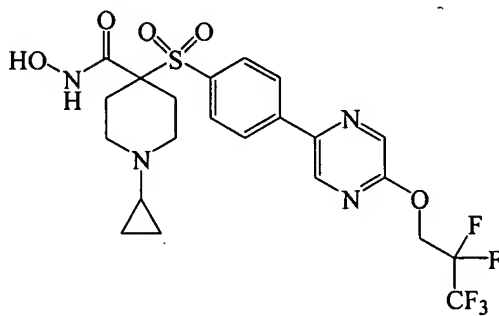
(64-1),



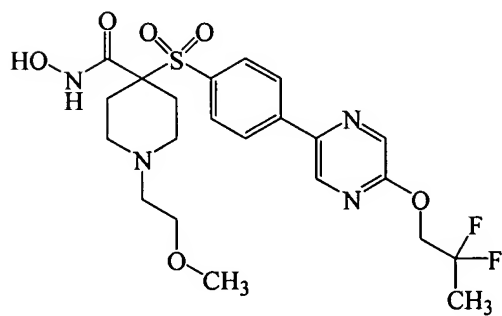
(64-2),



(64-3),



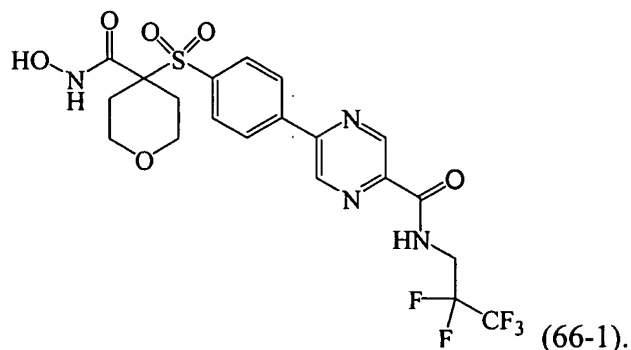
(64-4), and



(64-5).

65. **(original)** A compound or salt thereof according to claim 49, wherein E³ is -C(O)-N(H)-.

66. **(original)** A compound or salt thereof according to claim 65, wherein the compound corresponds in structure to Formula (66-1):



67. **(original)** A compound or salt thereof according to claim 12, wherein E⁴ is selected from the group consisting of alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein any such group:

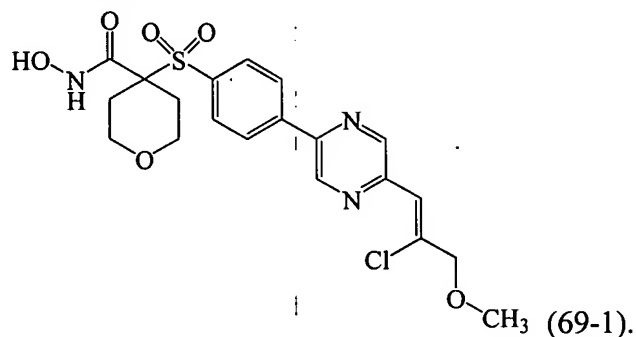
comprises at least two carbon atoms, and

is substituted with one or more independently selected halogen, and

is optionally substituted with one or more independently selected R^d substituents.

68. **(original)** A compound or salt thereof according to claim 67, wherein E³ is a bond.

69. **(original)** A compound or salt thereof according to claim 68, wherein the compound corresponds in structure to Formula (69-1):

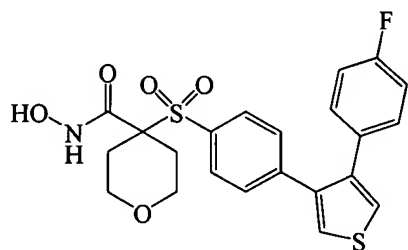


70. **(original)** A compound or salt thereof according to claim 67, wherein E⁴ is phenyl substituted with one or more substituents selected from the group consisting of halogen, haloalkyl, and haloalkoxy.

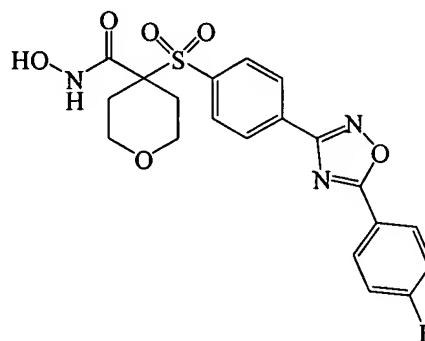
71. **(original)** A compound or salt thereof according to claim 70, wherein E³ is a bond.

72. **(original)** A compound or salt thereof according to claim 71, wherein E² is selected from the group consisting of oxadiazolyl, thienyl, and pyridinyl.

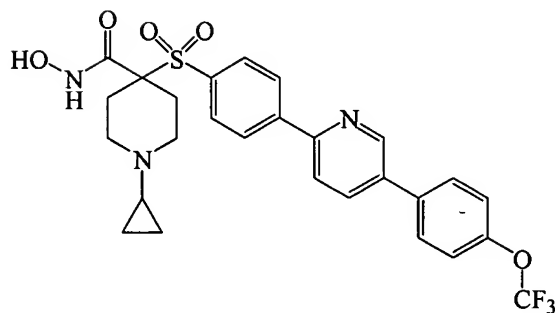
73. **(original)** A compound or salt thereof according to claim 72, wherein the compound is selected from the group consisting of:



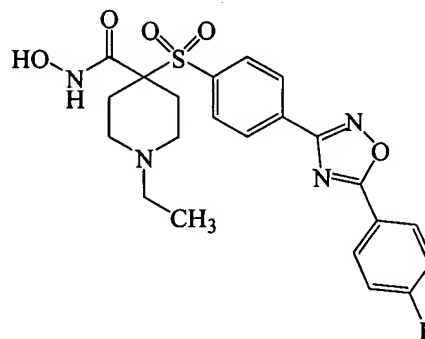
(73-1),



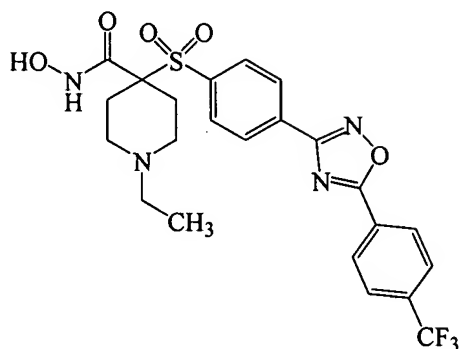
(73-2),



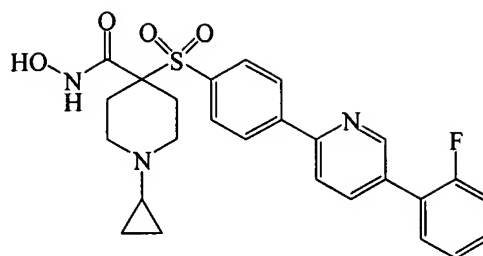
(73-3),



(73-4),



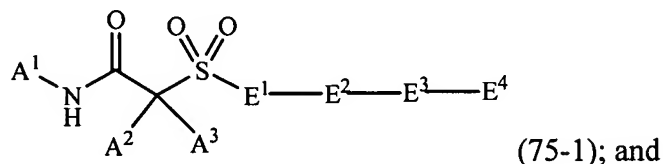
(73-5), and



(73-6).

74. **(original)** A salt according to claim 1, wherein the salt comprises HCl or CF₃-C(O)-OH.

75. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (75-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen,

alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclylalkoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclylalkoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents; and

E¹ is aryl optionally substituted with one or more independently selected R^x substituents;

and

E² is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^x substituents; and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, and alkylcarbonyl, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E⁴ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein any such group:

is substituted with one or more independently-selected halogen, and

is optionally substituted with one or more independently selected R^d substituents;

and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and -R^{x1}-R^{x2}, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of -C(O)-, -C(S)-, -C(NR^y)-, and -S(O)₂-; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy,

alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyoxy, carbocyclyoxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyoxy, and heterocyclyoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyoxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and

carbocyclalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocycl, alkylcarbocycl, carbocyclalkyl, heterocycl, alkylheterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclalkyl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

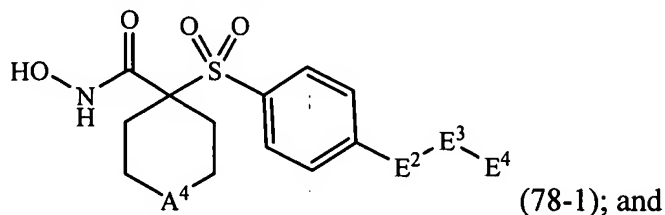
each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

76. **(original)** A compound or salt thereof according to claim 75, wherein E¹ is phenyl.

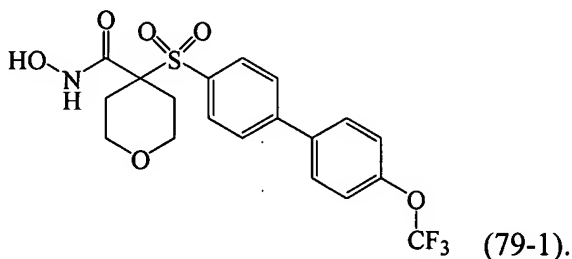
77. **(original)** A compound or salt thereof according to claim 76, wherein A¹ is hydroxy.

78. **(original)** A compound or salt thereof according to claim 77, wherein:
 the compound corresponds in structure to Formula (78-1):

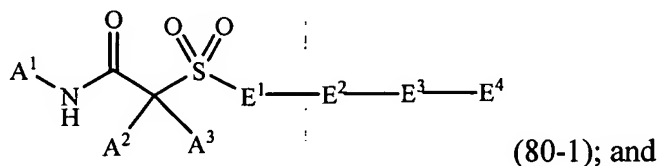


A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

79. **(original)** A compound or salt thereof according to claim 78, wherein the compound corresponds in structure to Formula (79-1):



80. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (80-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3
 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents; and

E¹ is aryl optionally substituted with one or more independently selected R^x substituents;

and

E² is selected from the group consisting of aryl and heteroaryl, wherein the aryl or heteroaryl is:

substituted with one or more independently selected halogen, and optionally substituted with one or more independently selected R^x substituents;

and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-,

$-N(R^b)-C(NH)-$, $-N(R^b)-C(NO H)-$, $-C(NH)-N(R^b)-$, $-C(NO H)-N(R^b)-$, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

$-E^3-E^4$ comprises at least two non-hydrogen atoms; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of

halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocycloxy, and heterocycloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and

carbocyclalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocycl, alkylcarbocycl, carbocyclalkyl, heterocycl, alkylheterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclalkyl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^h independently selected from the group consisting of hydrogen, alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

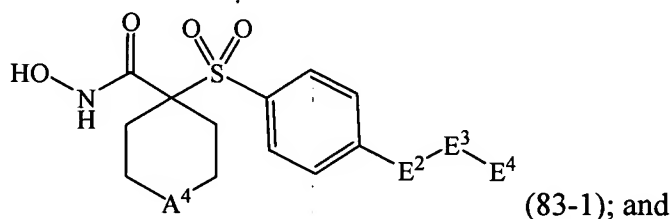
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,

thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

81. **(original)** A compound or salt thereof according to claim 80, wherein E¹ is phenyl.

82. **(original)** A compound or salt thereof according to claim 81, wherein A¹ is hydroxy.

83. **(original)** A compound or salt thereof according to claim 82, wherein:
the compound corresponds in structure to Formula (83-1):



A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

84. **(original)** A compound or salt thereof according to claim 83, wherein E² is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl is substituted with one halogen.

85. **(original)** A compound or salt thereof according to claim 84, wherein E² is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl is substituted with one fluoro.

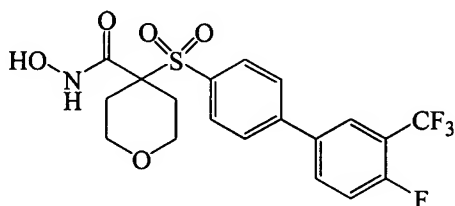
86. **(original)** A compound or salt thereof according to claim 84, wherein E² is phenyl substituted with one halogen.

87. **(original)** A compound or salt thereof according to claim 86, wherein E² is phenyl substituted with one fluoro.

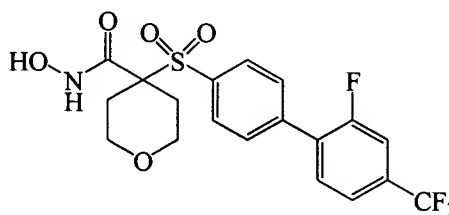
88. **(original)** A compound or salt thereof according to claim 84, wherein $-E^3-E^4$ is halo- C_1-C_6 -alkyl.

89. **(original)** A compound or salt thereof according to claim 88, wherein $-E^3-E^4$ is trifluoromethyl.

90. **(original)** A compound or salt thereof according to claim 89, wherein the compound is selected from the group consisting of:



(90-1), and

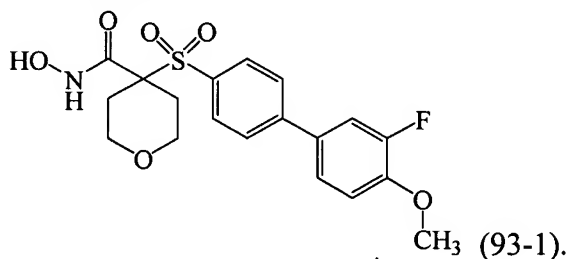


(90-2).

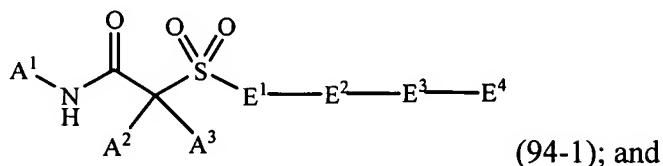
91. **(original)** A compound or salt thereof according to claim 84, wherein $-E^3-E^4$ is C_1-C_6 -alkoxy.

92. **(original)** A compound or salt thereof according to claim 91, wherein $-E^3-E^4$ is methoxy.

93. **(original)** A compound or salt thereof according to claim 92, wherein the compound corresponds in structure to Formula (93-1):



94. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (94-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents; and

E^1 is aryl optionally substituted with one or more independently selected R^X substituents; and

E^2 is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^X substituents; and

E^3 is selected from the group consisting of -O-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of hydroxyalkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl,

carbocyclisulfoxidoalkenyl, carbocyclisulfonylalkenyl, heterocyclalkoxyalkyl, heterocyclithioalkyl, heterocyclisulfoxidoalkyl, heterocyclisulfonylalkyl, heterocyclithioalkenyl, heterocyclisulfoxidoalkenyl, heterocyclisulfonylalkenyl, heterocycliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyoxy, carbocyclyoxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyoxy, and heterocyclyoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl,

alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,

thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^g is independently selected from the group consisting of hydrogen, alkyl, $-O-R^h$, $-N(R^h)(R^h)$, carbocyclalkyl, and heterocyclalkyl, wherein:

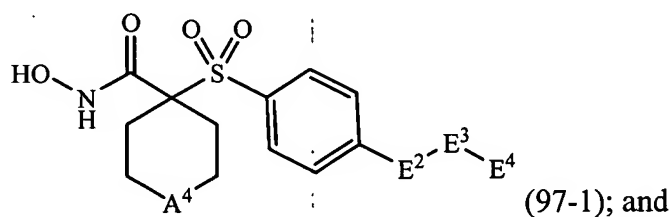
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

95. **(original)** A compound or salt thereof according to claim 94, wherein E^1 is phenyl.

96. **(original)** A compound or salt thereof according to claim 95, wherein A^1 is hydroxy.

97. **(original)** A compound or salt thereof according to claim 96, wherein:
the compound corresponds in structure to Formula (97-1):

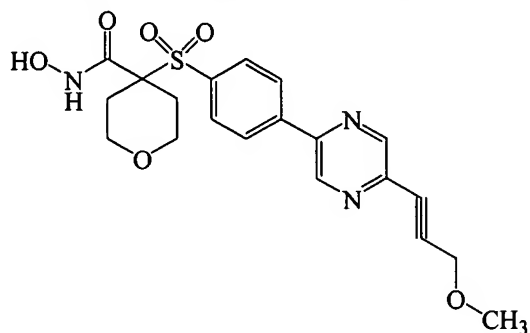


A^4 is selected from the group consisting of $-O-$, $-N(H)-$, $-N(R^x)-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(H)_2-$, and $-C(R^x)_2-$.

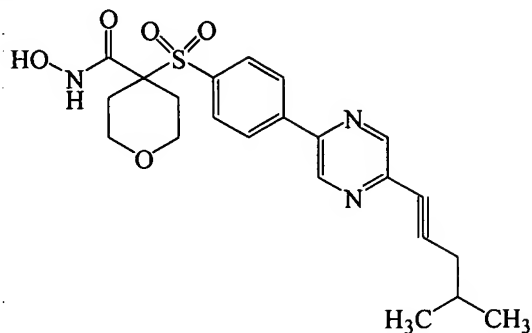
98. **(original)** A compound or salt thereof according to claim 97, wherein E^3 is a bond.

99. **(original)** A compound or salt thereof according to claim 98, wherein E^4 is alkynyl optionally substituted with alkoxy.

100. **(original)** A compound or salt thereof according to claim 99, wherein the compound is selected from the group consisting of:



(100-1), and



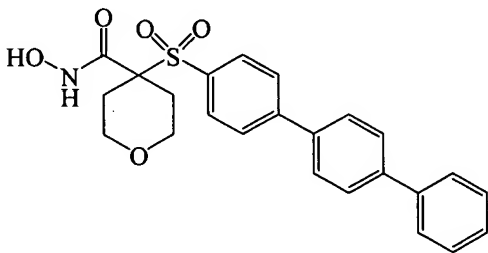
(100-2).

101. **(original)** A compound or salt thereof according to claim 98, wherein E⁴ is selected from the group consisting of carbocyclyl and carbocyclylalkyl, wherein:

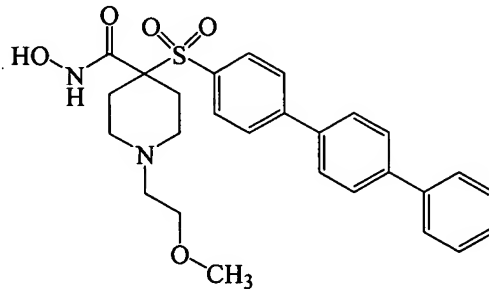
the carbocyclyl or carbocyclylalkyl optionally is substituted with one or more substituents independently selected from alkoxy and oxo.

102. **(original)** A compound or salt thereof according to claim 101, wherein E² is phenyl.

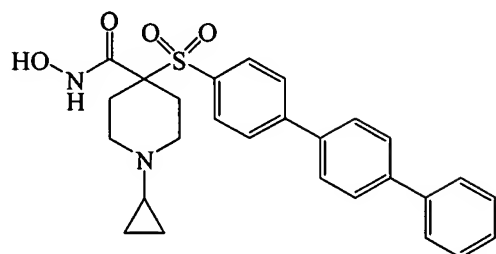
103. **(original)** A compound or salt thereof according to claim 102, wherein the compound is selected from the group consisting of:



(103-1),



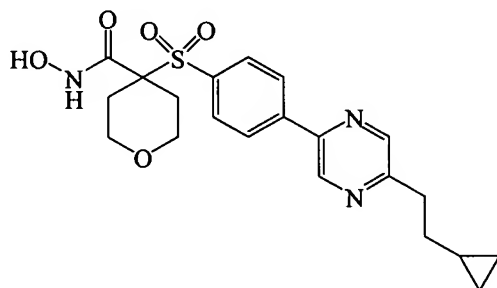
(103-2), and



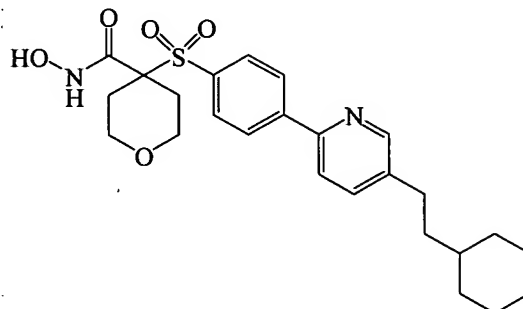
(103-3).

104. **(original)** A compound or salt thereof according to claim 101, wherein E² is heteroaryl.

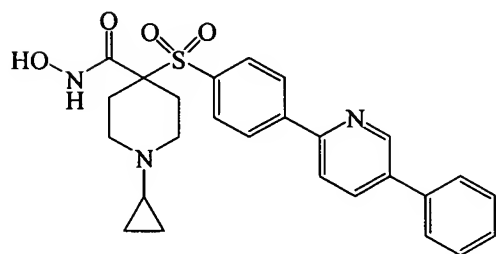
105. **(original)** A compound or salt thereof according to claim 104, wherein the compound is selected from the group consisting of:



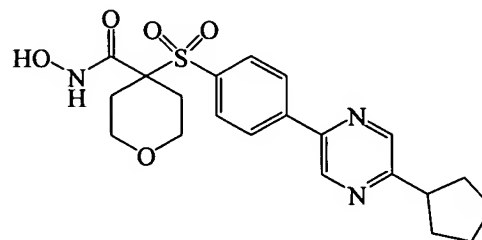
(105-1),



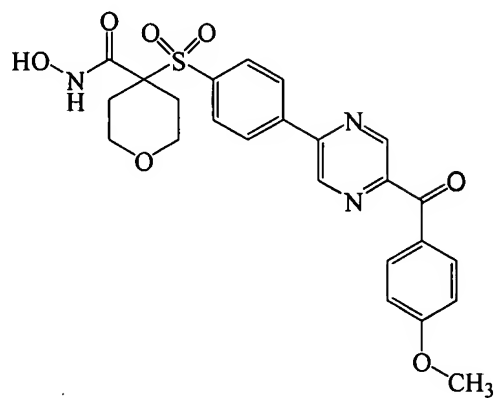
(105-2),



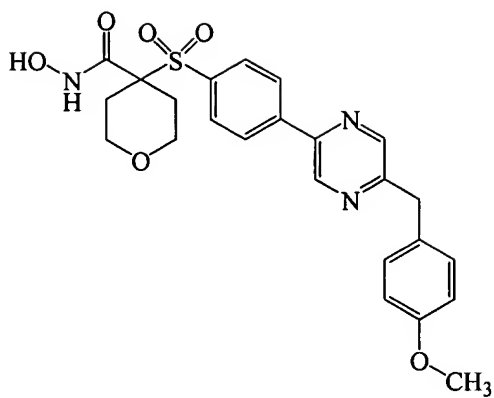
(105-3),



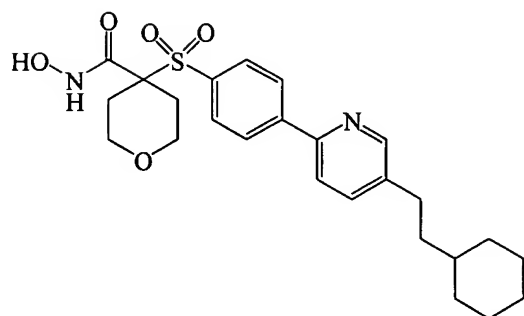
(105-4),



(105-5),



(105-6), and

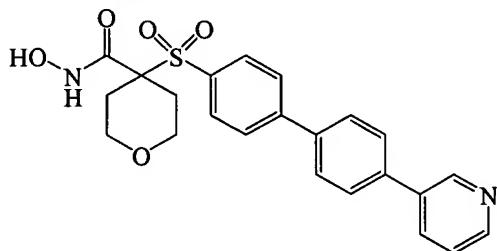


(105-7).

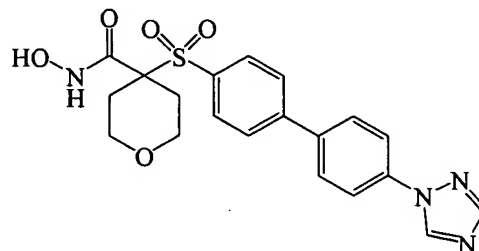
106. **(original)** A compound or salt thereof according to claim 98, wherein E⁴ is heterocyclyl optionally substituted with alkyl.

107. **(original)** A compound or salt thereof according to claim 106, wherein E² is phenyl.

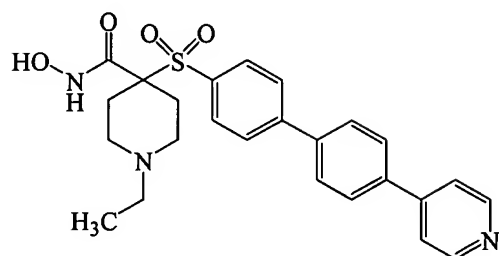
108. **(original)** A compound or salt thereof according to claim 107, wherein the compound is selected from the group consisting of:



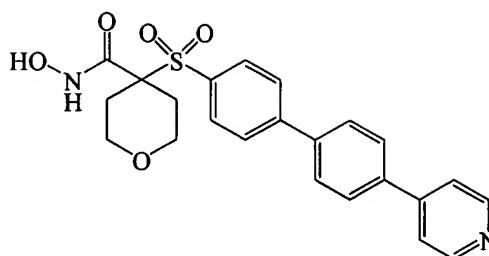
(108-1),



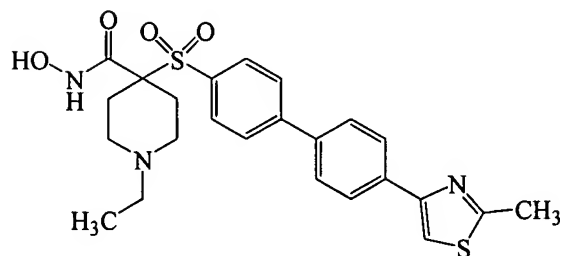
(108-2),



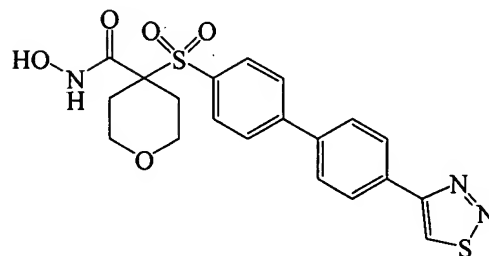
(108-3),



(108-4),



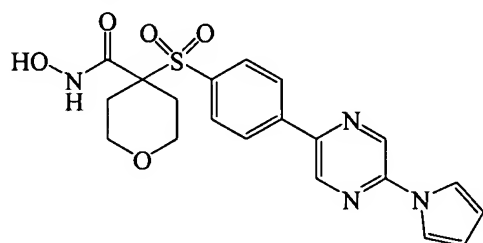
(108-5), and



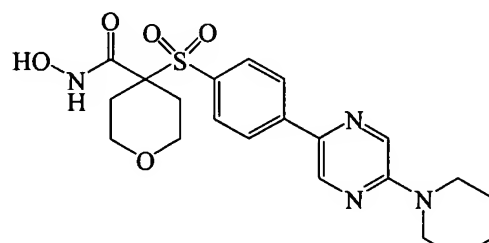
(108-6).

109. **(original)** A compound or salt thereof according to claim 106, wherein E^2 is heteroaryl.

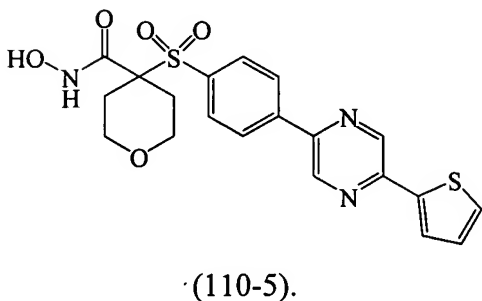
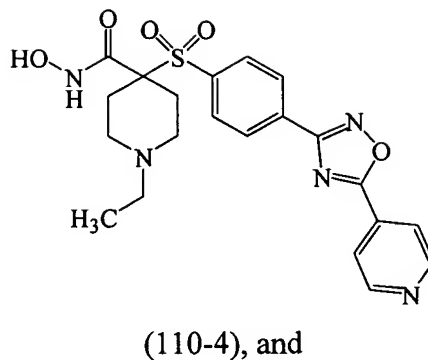
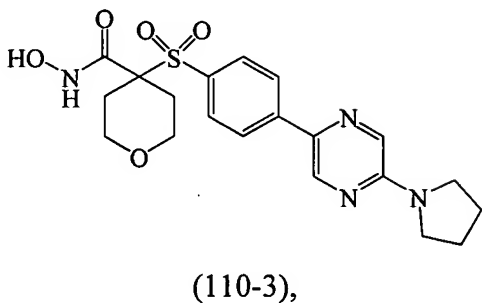
110. **(original)** A compound or salt thereof according to claim 109, wherein the compound is selected from the group consisting of:



(110-1),



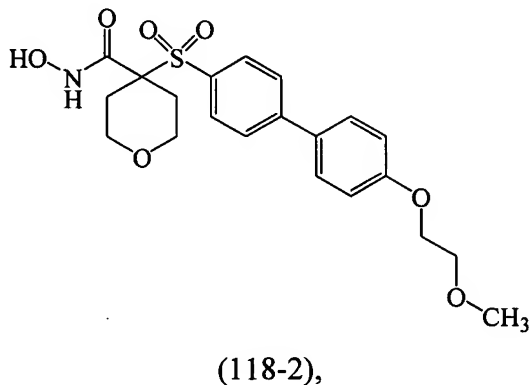
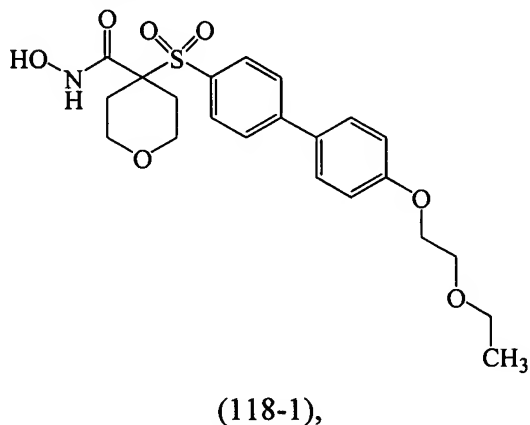
(110-2),

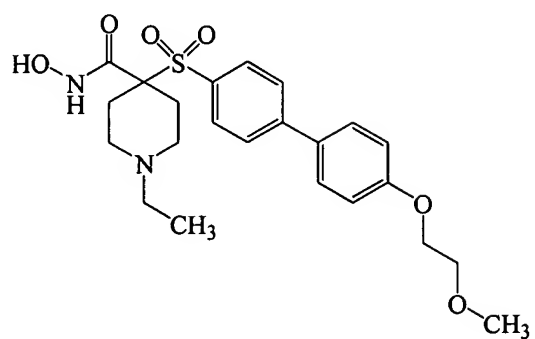


111. **(original)** A compound or salt thereof according to claim 98, wherein E^4 is selected from the group consisting of hydroxyalkyl and alkoxyalkyl, wherein:
 the hydroxyalkyl or alkoxyalkyl optionally is substituted with oxo.

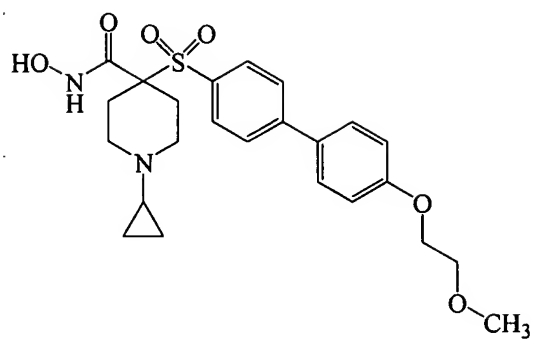
Claims 112-117 (canceled).

118. **(original)** A compound or salt thereof according to claim 117, wherein the compound is selected from the group consisting of:

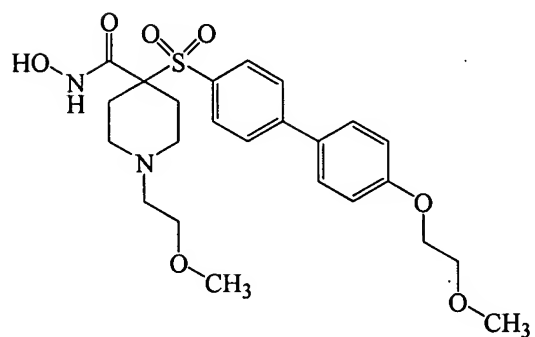




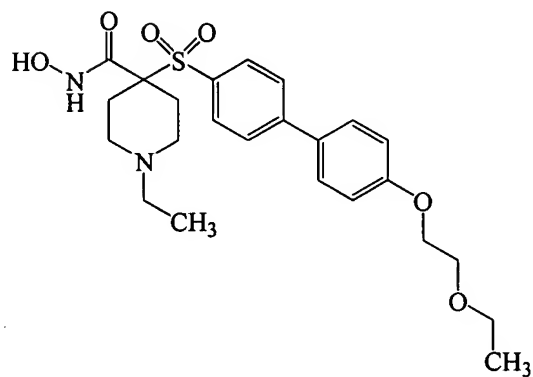
(118-3),



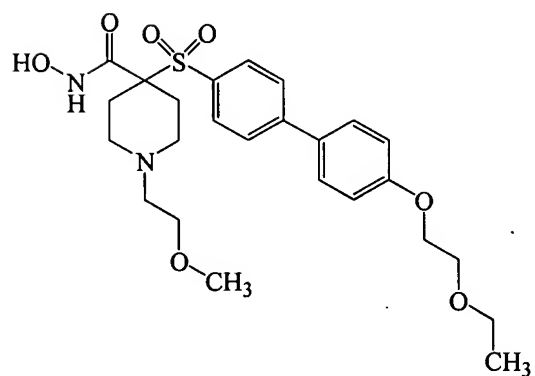
(118-4),



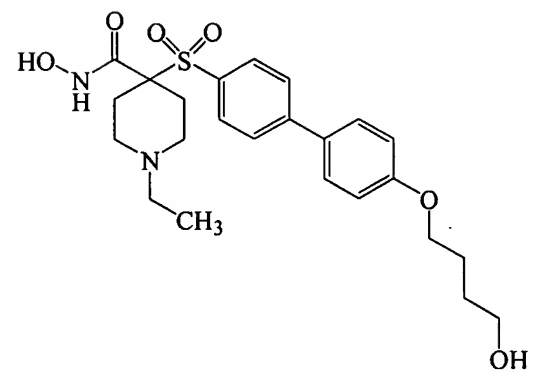
(118-5),



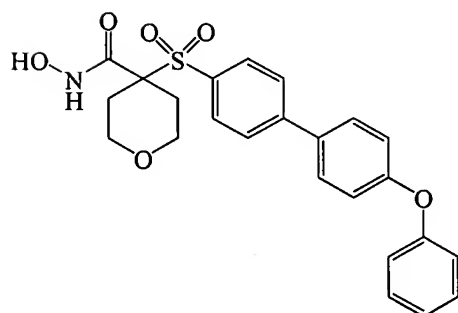
(118-6),



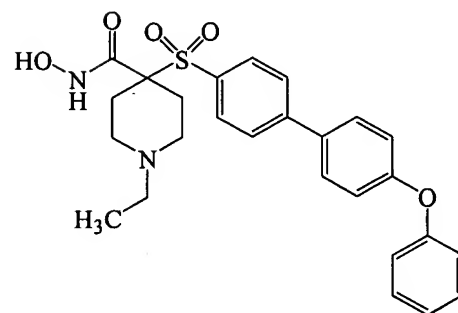
(118-7),



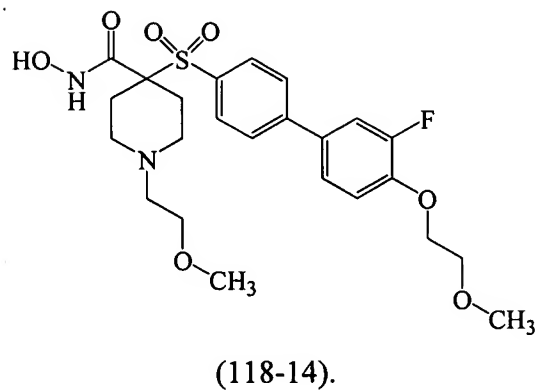
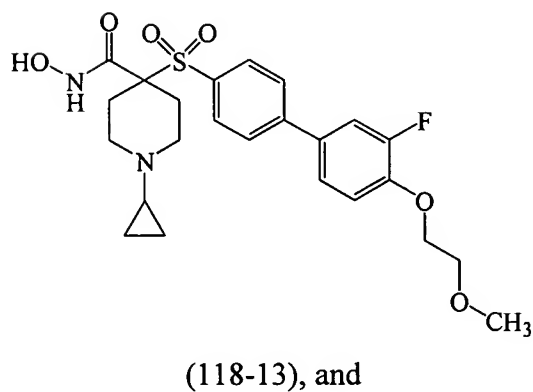
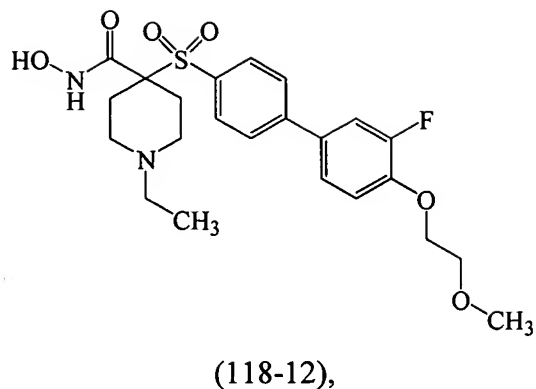
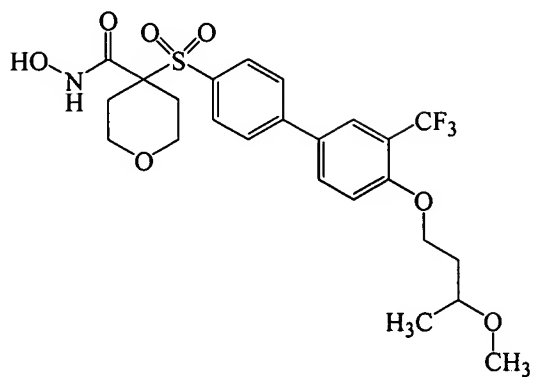
(118-8),



(118-9),

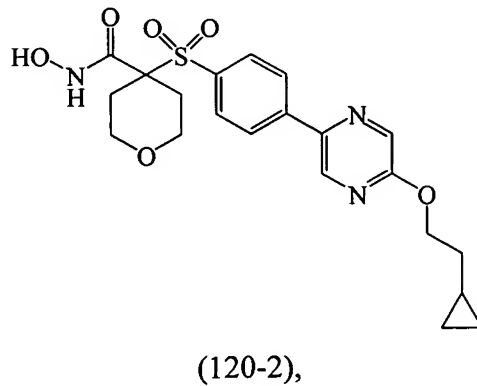
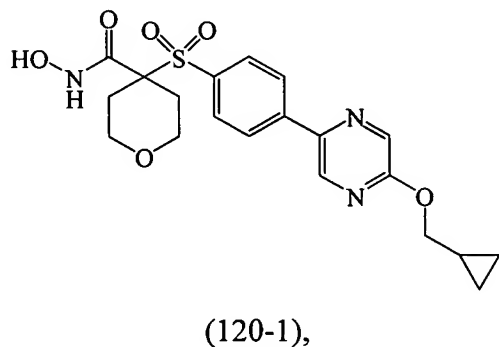


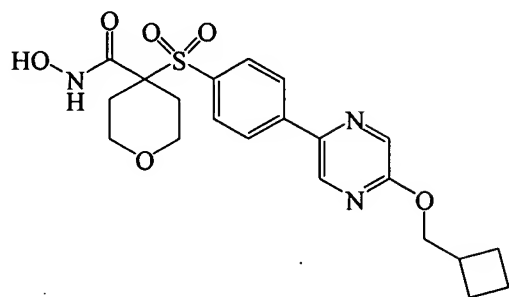
(118-10),



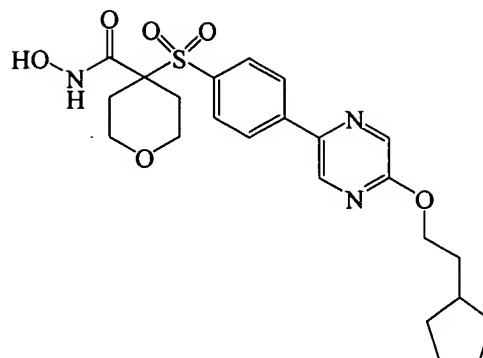
119. **(original)** A compound or salt thereof according to claim 116, wherein E² is heteroaryl.

120. **(original)** A compound or salt thereof according to claim 119, wherein the compound is selected from the group consisting of:

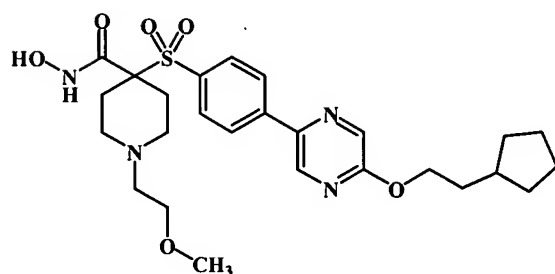




(120-3),



(120-4), and

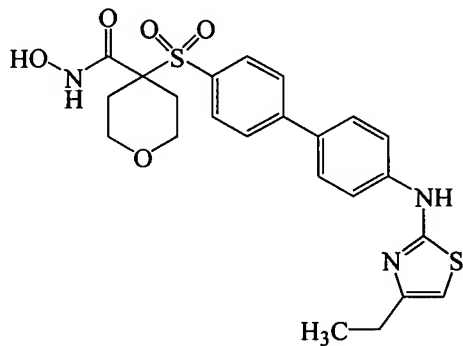


(120-5).

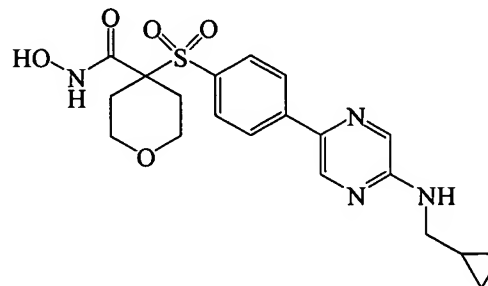
121. **(original)** A compound or salt thereof according to claim 97, wherein E³ is -N(H)-.

122. **(original)** A compound or salt thereof according to claim 121, wherein E⁴ is selected from the group consisting of carbocyclalkyl and alkylheterocyclyl.

123. **(original)** A compound or salt thereof according to claim 122, wherein the compound is selected from the group consisting of:



(123-1), and



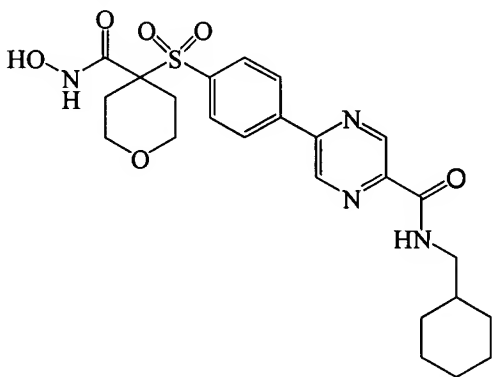
(123-2).

124. **(original)** A compound or salt thereof according to claim 97, wherein E³ is selected from the group consisting of -C(O)-N(H)- and -C(O)-N(CH₃)-.

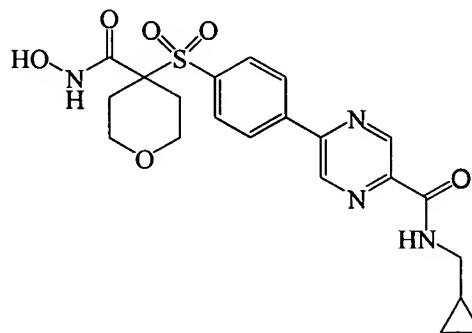
125. **(original)** A compound or salt thereof according to claim 124, wherein E⁴ is alkynyl.

Claims 126-130 (canceled).

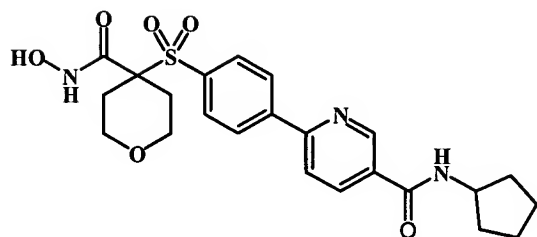
131. **(original)** A compound or salt thereof according to claim 130, wherein the compound is selected from the group consisting of:



(131-1),



(131-2), and

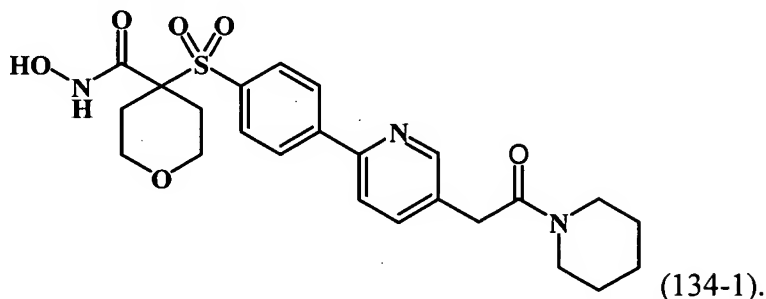


(131-3).

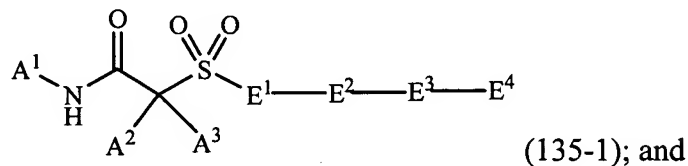
132. **(original)** A compound or salt thereof according to claim 97, wherein E³ is carbonylalkyl.

133. **(original)** A compound or salt thereof according to claim 132, wherein E⁴ is heterocyclyl.

134. **(original)** A compound or salt thereof according to claim 133, wherein the compound corresponds in structure to Formula (134-1):



135. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (135-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl,

heterocyclalkyl, heterocyclalkenyl, heterocyclalkynyl, heterocycloxyalkyl, heterocyclalkoxyalkyl, heterocyclalkylthio, heterocyclthioalkyl, and heterocyclalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and
any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocycl or heterocycl, wherein:
the heterocycl and carbocycl optionally are substituted with up to 3 independently selected R^x substituents; and

E^1 is aryl optionally substituted with one or more independently selected R^x substituents;
and

E^2 is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^x substituents; and

E^3 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is alkyl, wherein the alkyl:

comprises a carbon chain of at least 4 carbon atoms, and

is optionally substituted with one or more independently selected R^d substituents;

and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy,

R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycloxy, heterocycloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocycloxy, and heterocycloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclylalkyl, and heterocyclylalkyl, wherein:

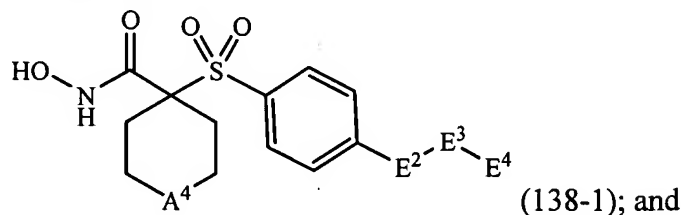
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

136. **(original)** A compound or salt thereof according to claim 135, wherein E¹ is phenyl.

137. **(original)** A compound or salt thereof according to claim 136, wherein A¹ is hydroxy.

138. **(original)** A compound or salt thereof according to claim 137, wherein:
the compound corresponds in structure to Formula (138-1):



A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

139. **(original)** A compound or salt thereof according to claim 138, wherein E⁴ is -(CH₂)₃-CH₃.

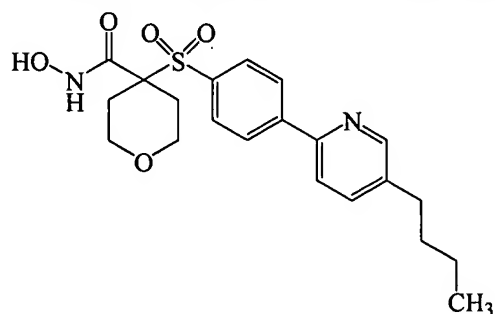
140. **(original)** A compound or salt thereof according to claim 138, wherein E⁴ is -(CH₂)₄-CH₃.

141. **(original)** A compound or salt thereof according to claim 138, wherein E³ is a bond.

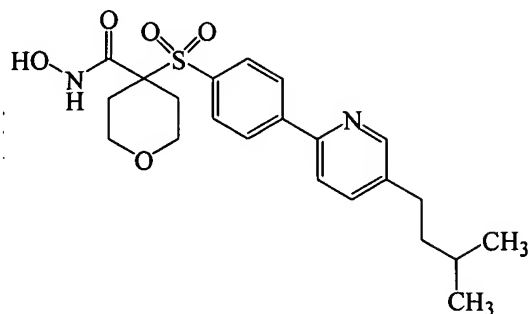
142. **(original)** A compound or salt thereof according to claim 141, wherein E² is phenyl optionally substituted with one or more independently selected halogen.

Claim 143-144 (canceled).

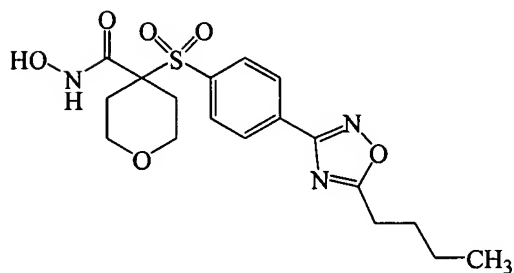
145. **(original)** A compound or salt thereof according to claim 144, wherein the compound is selected from the group consisting of:



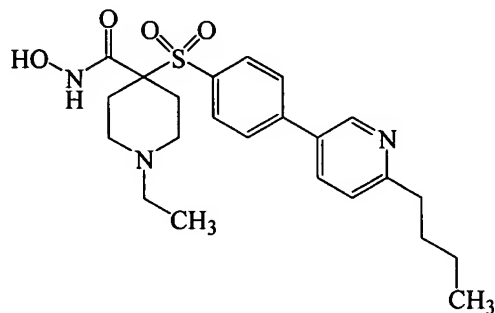
(145-1),



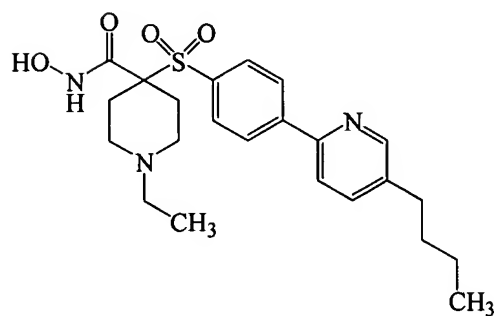
(145-2),



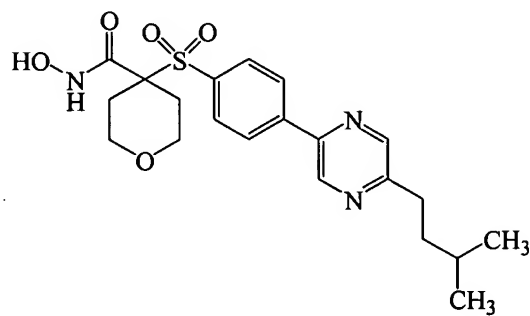
(145-3),



(145-4),



(145-5), and

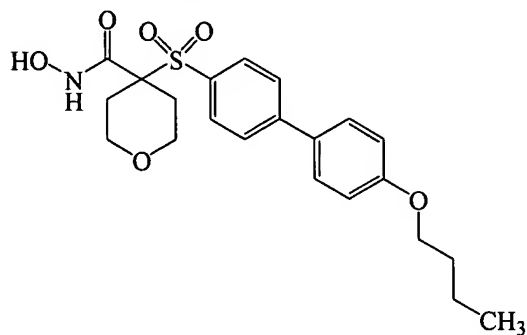


(145-6).

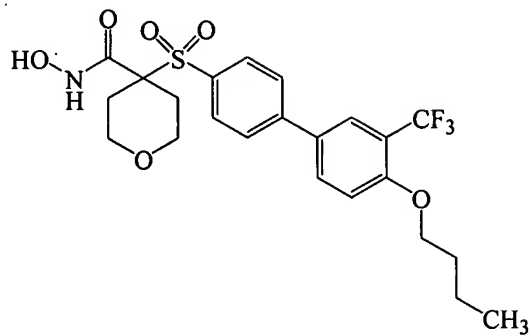
146. **(original)** A compound or salt thereof according to claim 138, wherein E³ is -O-.

147. **(original)** A compound or salt thereof according to claim 146, wherein E² is phenyl optionally substituted with one or more independently selected haloalkyl.

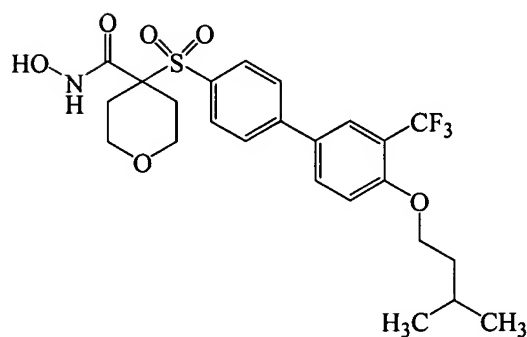
148. **(original)** A compound or salt thereof according to claim 147, wherein the compound is selected from the group consisting of:



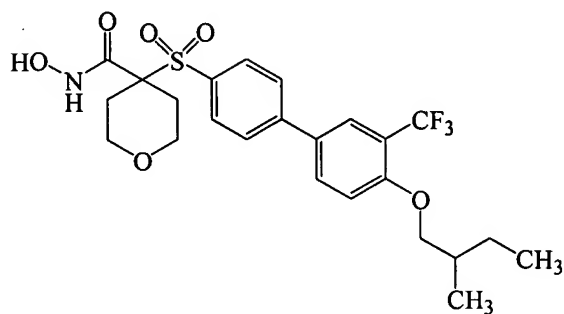
(148-1),



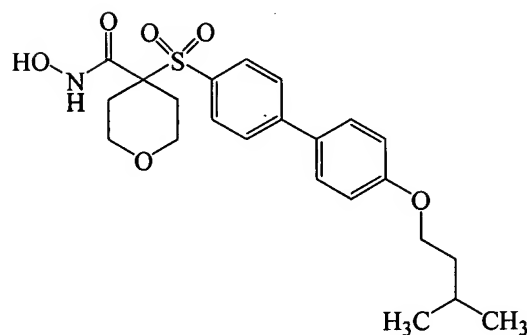
(148-2),



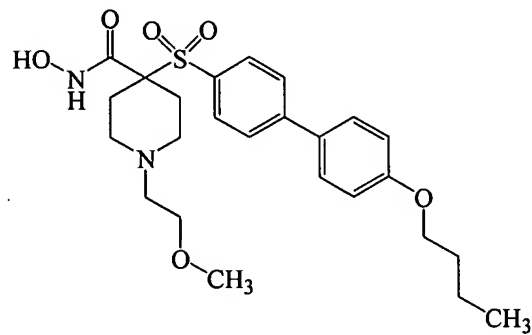
(148-3),



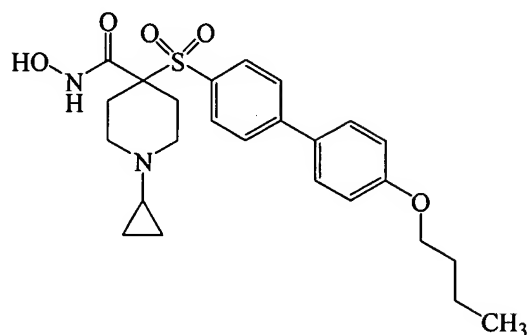
(148-4),



(148-5),



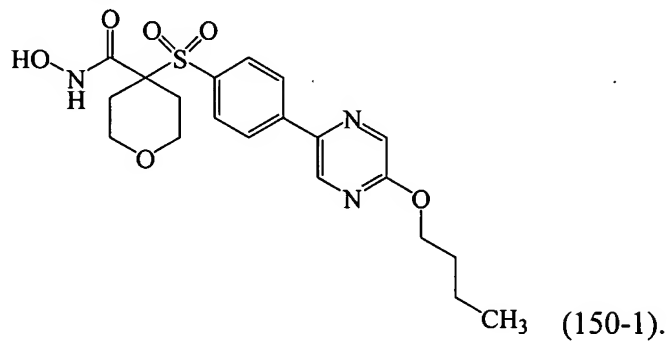
(148-6), and



(148-7).

149. **(original)** A compound or salt thereof according to claim 146, wherein E² is heteroaryl.

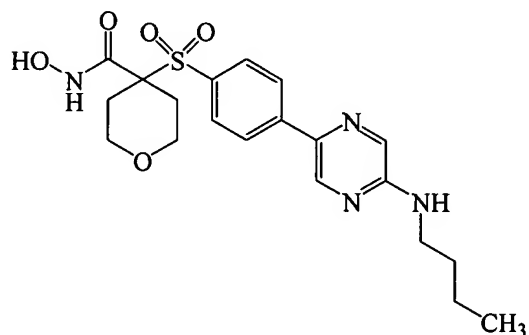
150. **(original)** A compound or salt thereof according to claim 149, wherein the compound corresponds in structure to Formula (150-1):



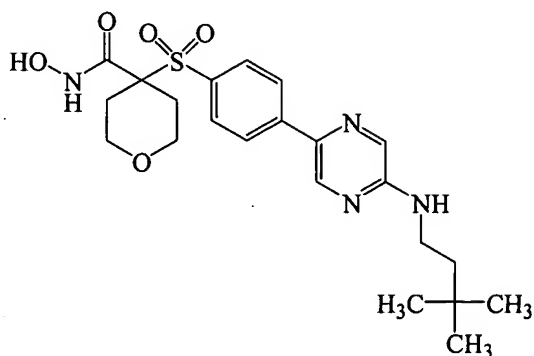
151. **(original)** A compound or salt thereof according to claim 138, wherein E³ is -N(H)-.

152. **(original)** A compound or salt thereof according to claim 151, wherein E² is heteroaryl.

153. **(original)** A compound or salt thereof according to claim 152, wherein the compound is selected from the group consisting of:



(153-1), and

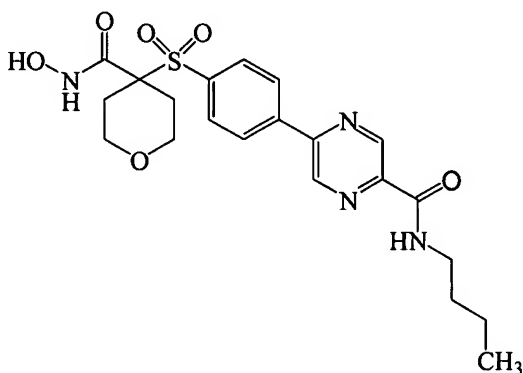


(153-2).

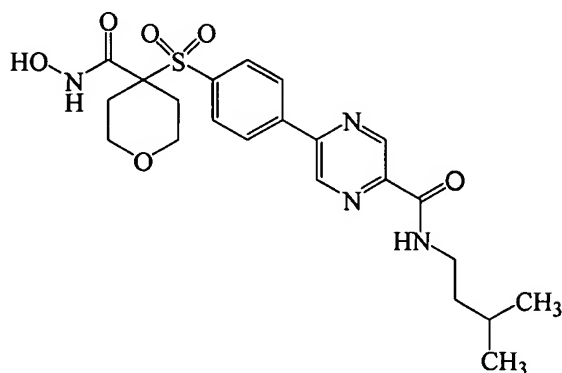
154. **(original)** A compound or salt thereof according to claim 138, wherein E³ is -C(O)-N(H)-.

155. **(original)** A compound or salt thereof according to claim 154, wherein E² is heteroaryl.

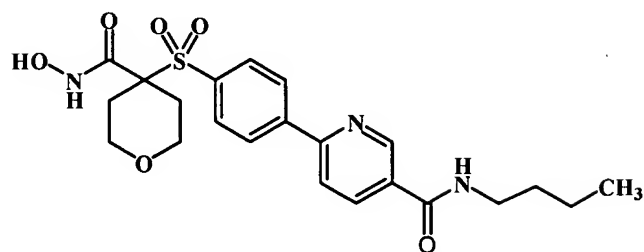
156. **(original)** A compound or salt thereof according to claim 155, wherein the compound is selected from the group consisting of:



(156-1),

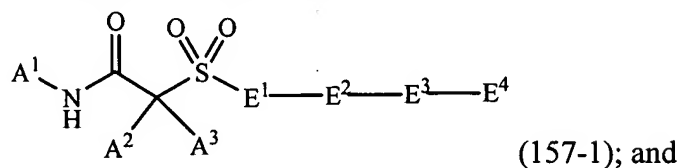


(156-2), and



(156-3).

157. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (157-1):



(157-1); and

A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl,

heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents; and

E^1 is aryl optionally substituted with one or more independently selected R^x substituents;

and

E^2 is heteroaryl optionally substituted with one or more independently selected R^x substituents; and

E^3 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy,

R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycloxy, heterocycloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocycloxy, and heterocycloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^c is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclalkyl, heterocyclyl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclalkyl, and heterocyclalkyl, wherein:

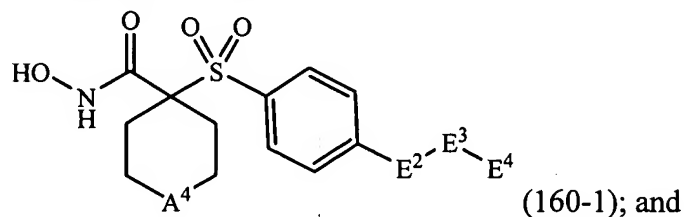
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclalkyl, heterocyclyl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

158. **(original)** A compound or salt thereof according to claim 157, wherein E¹ is phenyl.

159. **(original)** A compound or salt thereof according to claim 158, wherein A¹ is hydroxy.

160. **(original)** A compound or salt thereof according to claim 159, wherein:
the compound corresponds in structure to Formula (160-1):



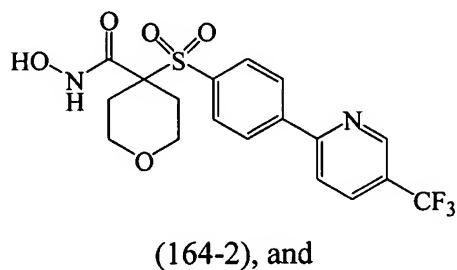
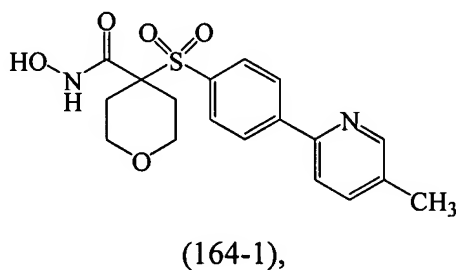
A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

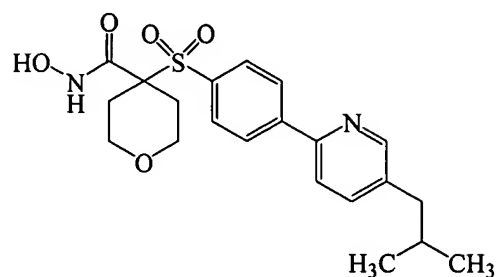
161. **(original)** A compound or salt thereof according to claim 160, wherein E² is 5-member heteroaryl.

162. **(original)** A compound or salt thereof according to claim 160, wherein E² is 6-member heteroaryl.

163. **(original)** A compound or salt thereof according to claim 162, wherein E² is pyridinyl.

164. **(original)** A compound or salt thereof according to claim 163, wherein the compound is selected from the group consisting of:

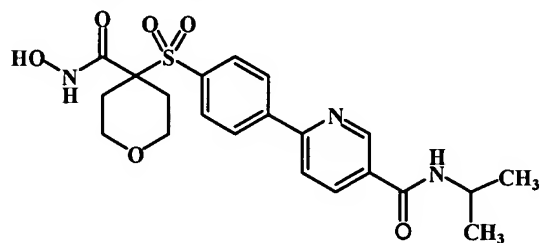




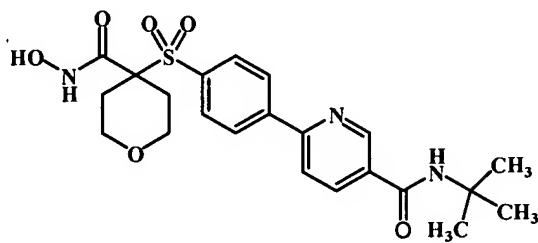
(164-3).

165. **(original)** A compound or salt thereof according to claim 163, wherein E³ is -C(O)-N(H)-.

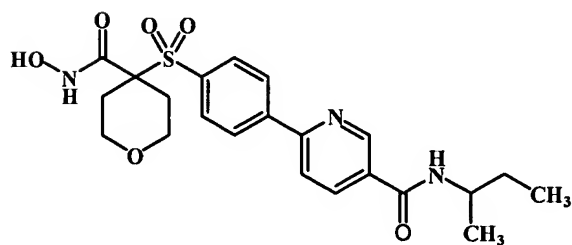
166. **(original)** A compound or salt thereof according to claim 165, wherein the compound is selected from the group consisting of:



(166-1),



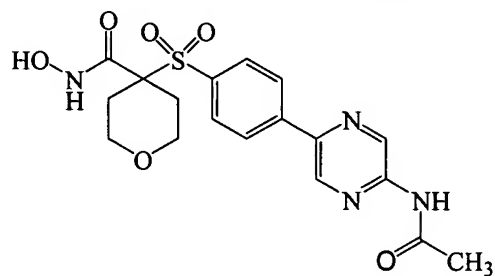
(166-2), and



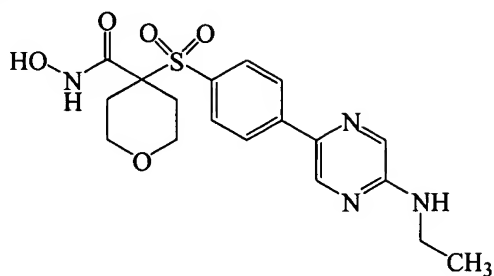
(166-3).

167. **(original)** A compound or salt thereof according to claim 162, wherein E² is pyrazinyl.

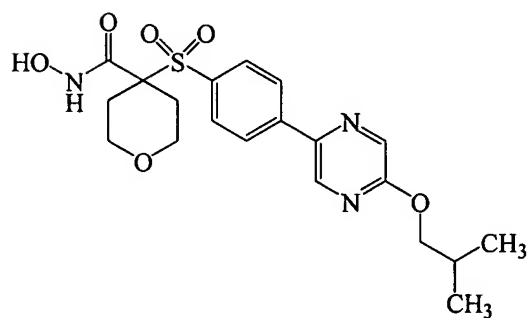
168. **(original)** A compound or salt thereof according to claim 167, wherein the compound is selected from the group consisting of:



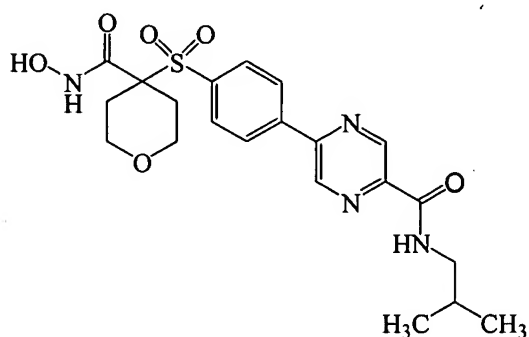
(168-1),



(168-2),



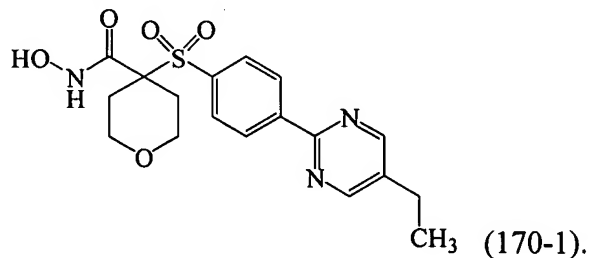
(168-3), and



(168-4).

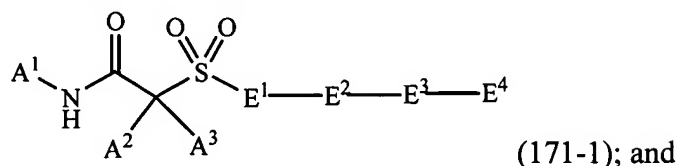
169. **(original)** A compound or salt thereof according to claim 162, wherein E² is pyrimidinyl.

170. **(original)** A compound or salt thereof according to claim 169, wherein the compound corresponds in structure to Formula (170-1):



(170-1).

171. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (171-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents; and

E^1 is aryl optionally substituted with one or more independently selected R^X substituents; and

E^2 is heteroaryl, wherein the heteroaryl:

comprises at least two heteroatoms, and

is optionally substituted with one or more independently selected R^X substituents;

and

E^3 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl,

carbocyclisulfoxidoalkyl, carbocyclisulfonylalkyl, carbocyclylthioalkenyl, carbocyclisulfoxidoalkenyl, carbocyclisulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclisulfoxidoalkyl, heterocyclisulfonylalkyl, heterocyclylthioalkenyl, heterocyclisulfoxidoalkenyl, heterocyclisulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyoxy, carbocyclyoxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyoxy, and heterocyclyoxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycliloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycliloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^g is independently selected from the group consisting of hydrogen, alkyl, $-O-R^h$, $-N(R^h)(R^h)$, carbocyclalkyl, and heterocyclalkyl, wherein:

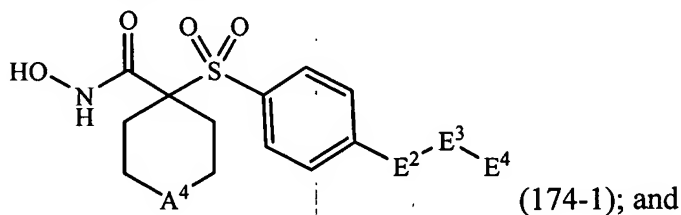
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

172. **(original)** A compound or salt thereof according to claim 171, wherein E^1 is phenyl.

173. **(original)** A compound or salt thereof according to claim 172, wherein A^1 is hydroxy.

174. **(original)** A compound or salt thereof according to claim 173, wherein:
the compound corresponds in structure to Formula (174-1):



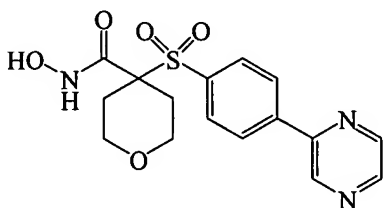
A^4 is selected from the group consisting of $-O-$, $-N(H)-$, $-N(R^x)-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(H)_2-$, and $-C(R^x)_2-$.

175. **(original)** A compound or salt thereof according to claim 174, wherein $-E^3-$ E^4 is hydrogen.

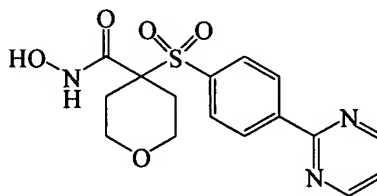
176. **(original)** A compound or salt thereof according to claim 175, wherein E² is single-ring heteroaryl.

177. **(original)** A compound or salt thereof according to claim 176, wherein E² is selected from the group consisting of pyrimidinyl and pyrazinyl.

178. **(original)** A compound or salt thereof according to claim 177, wherein the compound is selected from the group consisting of:



(178-1), and

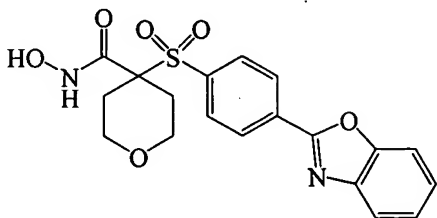


(178-2).

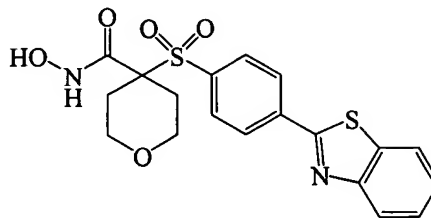
179. **(original)** A compound or salt thereof according to claim 174, wherein E² is a fused-ring heteroaryl.

180. **(original)** A compound or salt thereof according to claim 179, wherein E² is a 9-member heteroaryl.

181. **(original)** A compound or salt thereof according to claim 180, wherein the compound is selected from the group consisting of:



(181-1), and

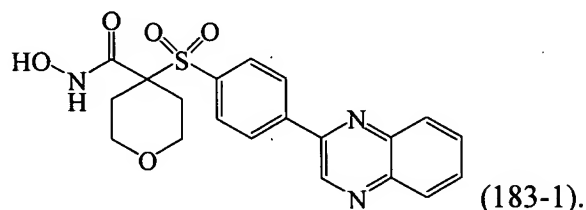


(181-2).

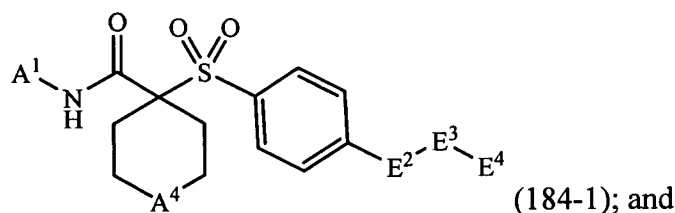
182. **(original)** A compound or salt thereof according to claim 179, wherein E²

is a 10-member heteroaryl.

183. **(original)** A compound or salt thereof according to claim 182, wherein the compound corresponds in structure to Formula (183-1):



184. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (184-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

A⁴ is selected from the group consisting of -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-; and

E² is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^x substituents; and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, and alkylcarbonyl, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E⁴ is selected from the group consisting of alkenyl, alkynyl, alkoxyalkyl,

alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy;
and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, $-C(H)(NH)$, $-C(H)(NOH)$, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocycl, alkylcarbocycl, carbocyclalkyl, heterocycl, alkylheterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^f is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclalkyl, and heterocyclalkyl, wherein:

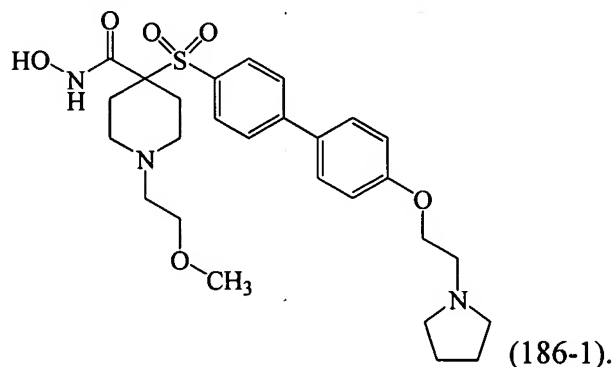
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

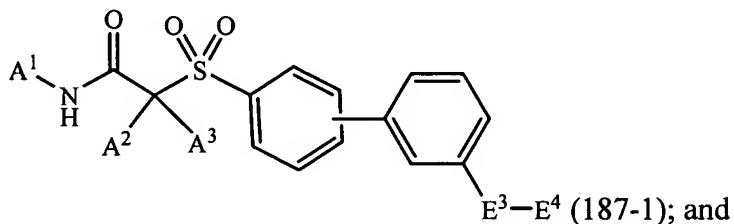
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

185. **(original)** A compound or salt thereof according to claim 184, wherein A¹ is hydroxy.

186. **(original)** A compound or salt thereof according to claim 185, wherein the compound corresponds in structure to Formula (186-1):



187. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (187-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or A² and A³ are independently selected from the group consisting of hydrogen,

alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclalkyl, carbocyclalkenyl, carbocyclalkynyl, carbocyclloxyalkyl, carbocyclalkoxyalkyl, carbocyclalkylthio, carbocyclthioalkyl, carbocyclalkylthioalkyl, heterocyclyl, heterocyclalkyl, heterocyclalkenyl, heterocyclalkynyl, heterocyclloxyalkyl, heterocyclalkoxyalkyl, heterocyclalkylthio, heterocyclthioalkyl, and heterocyclalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^X substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents; and

E^3 is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, and alkylcarbonyl, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclalkyl, carbocyclalkoxyalkyl, heterocyclyl, heterocyclalkyl, and heterocyclalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy,

R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycloxy, heterocycloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocycloxy, and heterocycloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, $-C(H)(NH)$, $-C(H)(NOH)$, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, $-N(R^e)(R^e)$, $-C(O)(R^e)$, $-S-R^e$, $-S(O)_2-R^e$, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^c is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

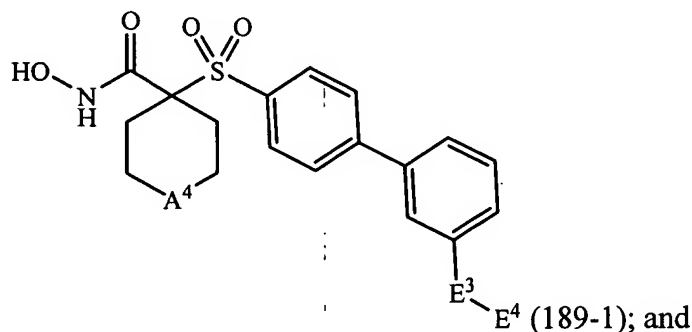
any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^g is independently selected from the group consisting of hydrogen, alkyl, $-O-R^h$, $-N(R^h)(R^h)$, carbocyclylalkyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

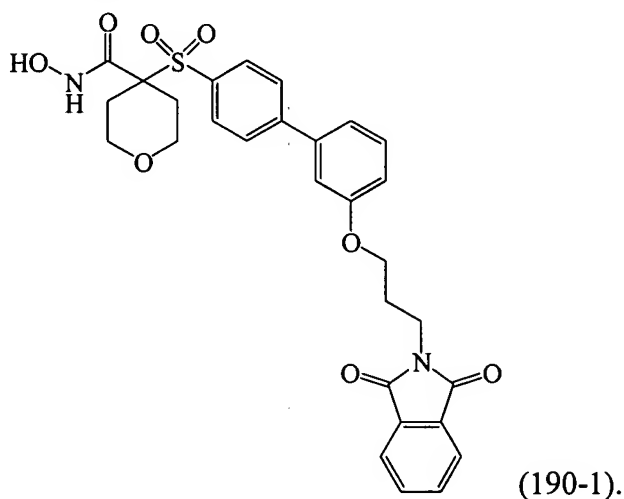
188. **(original)** A compound or salt thereof according to claim 187, wherein A^1 is hydroxy.

189. **(original)** A compound or salt thereof according to claim 188, wherein: the compound corresponds in structure to Formula (189-1):

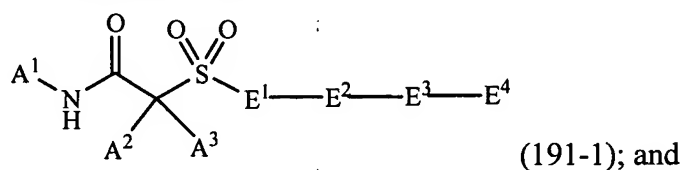


A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

190. **(original)** A compound or salt thereof according to claim 189, wherein the compound corresponds in structure to Formula (190-1):



191. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (191-1):



A¹ is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A² and A³:

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which

they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally

substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclylloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclylloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3

independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up

to 3 independently selected R^x substituents; and

E¹ is aryl optionally substituted with one or more independently selected R^x substituents;

and

E² is 2 rings fused together, wherein:

the ring bonded to E¹ is an unsaturated, 6-member ring,

one or both of the rings comprise one or more independently selected

heteroatoms, and

one or both of the rings optionally are substituted with one or more independently selected R^x substituents; and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-, -S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl,

carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E^4 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected

alkyl; and

each R^{x1} is independently selected from the group consisting of -C(O)-, -C(S)-, -C(NR^y)-, and -S(O)₂-; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano,

carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclylalkyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

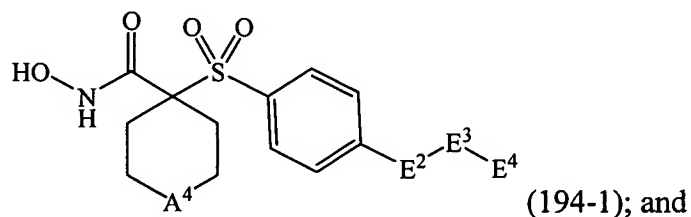
each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

192. **(original)** A compound or salt thereof according to claim 191, wherein E¹ is phenyl.

193. **(original)** A compound or salt thereof according to claim 192, wherein A¹ is hydroxy.

194. **(original)** A compound or salt thereof according to claim 193, wherein:
the compound corresponds in structure to Formula (194-1):



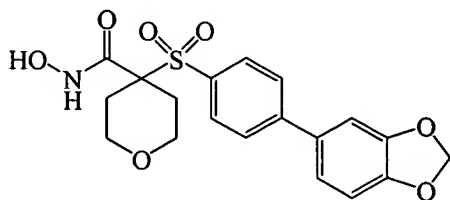
A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

195. **(original)** A compound or salt thereof according to claim 194, wherein E² is 10-member heterocyclyl.

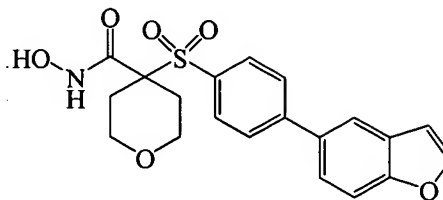
196. **(original)** A compound or salt thereof according to claim 194, wherein E² is 9-member heterocyclyl.

197. **(original)** A compound or salt thereof according to claim 196, wherein -E³-E⁴ is hydrogen.

198. **(original)** A compound or salt thereof according to claim 197, wherein the compound is selected from the group consisting of:

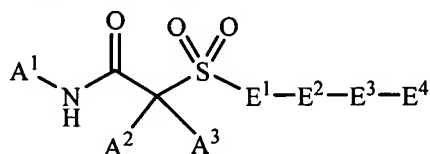


(198-1), and



(198-2).

199. **(original)** A compound or a salt thereof, wherein:
 the compound corresponds in structure to Formula (199-1):



(199-1); and

A^1 is selected from the group consisting of hydrogen, hydroxy, carbocycloxy, and heterocycloxy; and

as to A^2 and A^3 :

A^2 and A^3 , together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^X substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^X substituents, or

A^2 and A^3 are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl,

heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclyoxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^X substituents, and
any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:
the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^X substituents; and

E^1 is aryl optionally substituted with one or more independently selected R^X substituents;

and

E^2 is selected from the group consisting of aryl and heteroaryl, wherein:

the aryl or heteroaryl optionally substituted with one or more independently selected R^X substituents; and

$-E^3-E^4$ is selected from the group consisting of $-\text{CH}_2-\text{CH}_3$, $-(\text{CH}_2)_2-\text{CH}_3$, $-\text{C}(\text{CH}_3)_2\text{H}$, and $-\text{O}-\text{CH}_2-\text{CH}_3$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkoxy, alkoxyalkyl, $-\text{N}(\text{R}^e)(\text{R}^e)$, $-\text{C}(\text{O})(\text{R}^e)$, $-\text{S}-\text{R}^e$, $-\text{S}(\text{O})_2-\text{R}^e$, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^X is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy,

R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, heterocyclyloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and $-R^{x1}-R^{x2}$, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of $-C(O)-$, $-C(S)-$, $-C(NR^y)-$, and $-S(O)_2-$; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b -oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b -amino, R^bR^b -aminoalkyl, R^bR^b -aminoalkoxy, R^bR^b -aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocyclyloxy, carbocyclyloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocyclyloxy, and heterocyclyloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocyclyloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocyclyloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,

thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and
each R^g is independently selected from the group consisting of hydrogen, alkyl, $-O-R^h$,
 $-N(R^h)(R^h)$, carbocyclalkyl, and heterocyclalkyl, wherein:

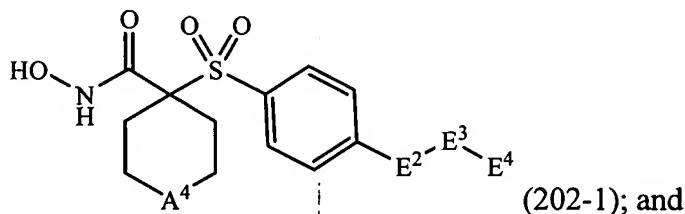
any member of such group optionally is substituted with one or more substituents
independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,
thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and
each R^h is independently selected from the group consisting of hydrogen, alkyl,
carbocycl, carbocyclalkyl, heterocycl, and heterocyclalkyl, wherein:

any member of such group optionally is substituted with one or more substituents
independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,
thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

200. **(original)** A compound or salt thereof according to claim 199, wherein E^1
is phenyl.

201. **(original)** A compound or salt thereof according to claim 200, wherein A^1 is
hydroxy.

202. **(original)** A compound or salt thereof according to claim 201, wherein:
the compound corresponds in structure to Formula (202-1):



A^4 is selected from the group consisting of $-O-$, $-N(H)-$, $-N(R^x)-$, $-S-$, $-S(O)-$, $-S(O)_2-$, $-C(H)_2-$, and $-C(R^x)_2-$.

203. **(original)** A compound or salt thereof according to claim 202, wherein $-E^3-E^4$ is
 $-CH_2-CH_3$.

Claim 204 (canceled)

205. **(original)** A compound or salt thereof according to claim 202, wherein $-E^3-E^4$ is $-\text{CH}_2-\text{CH}_3$ substituted with alkylheterocyclyl

Claim 206 (canceled).

207. **(original)** A compound or salt thereof according to claim 202, wherein E^3-E^4 is $-(\text{CH}_2)_2-\text{CH}_3$.

Claim 208 (canceled)

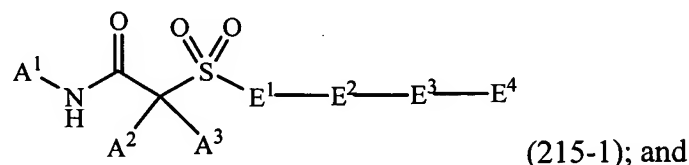
209. **(original)** A compound or salt thereof according to claim 202, wherein $-E^3-E^4$ is $-(\text{CH}_2)_2-\text{CH}_3$ substituted with heterocyclyl and oxo.

Claim 210 (canceled)

211. **(original)** A compound or salt thereof according to claim 202, wherein $-E^3-E^4$ is $-\text{C}(\text{CH}_3)_2\text{H}$.

Claims 212-214 (canceled)

215. **(original)** A compound or a salt thereof, wherein:
the compound corresponds in structure to Formula (215-1):



A^1 is selected from the group consisting of hydrogen, hydroxy, carbocyclyloxy, and heterocyclyloxy; and

as to A^2 and A^3 :

A² and A³, together with the carbon to which they are bonded, form heterocyclyl or carbocyclyl, wherein:

the heterocyclyl or carbocyclyl optionally is substituted with up to 3 independently selected R^x substituents, and

the heterocyclyl or carbocyclyl optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the optional heterocyclyl or carbocyclyl is, in turn, optionally substituted with up to 3 independently selected R^x substituents, or

A² and A³ are independently selected from the group consisting of hydrogen, alkyl, alkoxyalkyl, alkylthioalkyl, alkenyl, alkynyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkenyl, carbocyclylalkynyl, carbocyclylloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylalkylthio, carbocyclylthioalkyl, carbocyclylalkylthioalkyl, heterocyclyl, heterocyclylalkyl, heterocyclylalkenyl, heterocyclylalkynyl, heterocyclylloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylalkylthio, heterocyclylthioalkyl, and heterocyclylalkylthioalkyl, wherein:

any member of such group optionally is substituted with up to 3 independently selected R^x substituents, and

any member of such group optionally is substituted with two substituents such that the two substituents, together with the atom(s) to which they are bonded, form a carbocyclyl or heterocyclyl, wherein:

the heterocyclyl and carbocyclyl optionally are substituted with up to 3 independently selected R^x substituents; and

E¹ is aryl optionally substituted with one or more independently selected R^x substituents;

and

E² is naphthyl optionally substituted with one or more independently selected R^x substituents; and

E³ is selected from the group consisting of -O-, -C(O)-, -C(O)-O-, -O-C(O)-, -N(R^b)-, -C(O)-N(R^b)-, -N(R^b)-C(O)-, -C(O)-N(R^b)-N(R^b)-C(O)-, -N(R^b)-C(O)-N(R^b)-, -S-, -S(O)-,

-S(O)₂-, -N(R^b)-S(O)₂-, -S(O)₂-N(R^b)-, -O-S(O)₂-, -S(O)₂-O-, -C(NH)-, -C(NOH)-, -N(R^b)-C(NH)-, -N(R^b)-C(NOH)-, -C(NH)-N(R^b)-, -C(NOH)-N(R^b)-, alkyl, alkenyl, carbonylalkyl, alkylcarbonyl, and a bond, wherein:

any alkyl or alkenyl portion of a substituent in such group optionally is substituted with one or more independently selected R^c substituents; and

E⁴ is selected from the group consisting of alkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxyalkoxyalkyl, alkylthioalkyl, alkylthioalkylthioalkyl, alkylthioalkoxyalkyl, alkoxyalkylthioalkyl, aminoalkyl, carbocyclyl, carbocyclylalkyl, carbocyclylalkoxyalkyl, heterocyclyl, heterocyclylalkyl, and heterocyclylalkoxyalkyl, wherein:

any such group optionally is substituted with one or more independently selected R^d substituents; and

each R^x is independently selected from the group consisting of halogen, cyano, hydroxy, nitro, nitroso, oxo, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, alkylthio, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycliloxy, carbocycliloxyalkoxy, carbocyclylthio, heterocyclyl, heterocyclylalkyl, heterocycliloxy, heterocycliloxyalkoxy, heterocyclylthio, alkyliminocarbonyl, alkylthioalkyl, alkylsulfonylalkyl, alkylsulfoxidoalkyl, alkylthioalkenyl, alkylsulfoxidoalkenyl, alkylsulfonylalkenyl, carbocyclylalkoxyalkyl, carbocyclyliminocarbonyl, carbocyclylthioalkyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonylalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkenyl, carbocyclylsulfonylalkenyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonylalkyl, heterocyclylthioalkenyl, heterocyclylsulfoxidoalkenyl, heterocyclylsulfonylalkenyl, heterocyclyliminocarbonyl, aminosulfonylalkyl, and -R^{x1}-R^{x2}, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, amino, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted

with one or more substituents independently selected from the group consisting of halogen and hydroxy, and

the amino optionally is substituted with up to 2 independently selected alkyl; and

each R^{x1} is independently selected from the group consisting of -C(O)-, -C(S)-, -C(NR^y)-, and -S(O)₂-; and

each R^y is independently selected from the group consisting of hydrogen and hydroxy; and

each R^{x2} is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, alkoxyalkoxy, R^b-oxyalkyl, alkenyloxy, alkynyloxy, R^bR^b-amino, R^bR^b-aminoalkyl, R^bR^b-aminoalkoxy, R^bR^b-aminoalkyl(R^b)amino, carbocyclyl, carbocyclylalkyl, carbocycloxy, carbocycloxyalkoxy, heterocyclyl, heterocyclylalkyl, heterocycloxy, and heterocycloxyalkoxy, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy, wherein:

the alkyl, alkoxy, alkoxyalkyl, and alkoxyalkoxy optionally are substituted with one or more substituents independently selected from the group consisting of halogen and hydroxy; and

each R^b is independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkenyl, alkynyl, alkoxy, alkoxyalkyl, bisalkoxyalkyl, alkylthioalkyl, alkylthioalkenyl, alkylsulfoxidoalkyl, alkylsulfonyl, alkylsulfonylalkyl, carbocyclyl, carbocyclylalkyl, carbocycloxyalkyl, carbocyclylalkoxyalkyl, carbocyclylthioalkyl, carbocyclylthioalkenyl, carbocyclylsulfoxidoalkyl, carbocyclylsulfonyl, carbocyclylsulfonylalkyl, heterocyclyl, heterocyclylalkyl, heterocycloxyalkyl, heterocyclylalkoxyalkyl, heterocyclylthioalkyl, heterocyclylsulfoxidoalkyl, heterocyclylsulfonyl, heterocyclylsulfonylalkyl, aminoalkyl, aminosulfonyl, aminoalkylsulfonyl, and alkoxyalkylaminoalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy,

thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkylcarbonyl, carbocyclyl, and carbocyclylalkyl; and

each R^c is independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, -C(H)(NH), -C(H)(NOH), thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, amino, alkyl, alkoxy, alkenyl, alkynyl, alkoxyalkyl, mono-alkylamino, di-alkylamino, alkylthio, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, amino, alkyl, and carbocyclylalkyl; and

each R^d is independently selected from the group consisting of halogen, hydroxy, cyano, sulfo, nitro, nitroso, oxo, thioxo, imino, alkyl, alkoxy, alkoxyalkyl, -N(R^e)(R^e), -C(O)(R^e), -S-R^e, -S(O)₂-R^e, carbocyclyl, alkylcarbocyclyl, carbocyclylalkyl, heterocyclyl, alkylheterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^e is independently selected from the group consisting of hydrogen alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^g is independently selected from the group consisting of hydrogen, alkyl, -O-R^h, -N(R^h)(R^h), carbocyclylalkyl, and heterocyclylalkyl, wherein:

any member of such group optionally is substituted with one or more substituents independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino; and

each R^h is independently selected from the group consisting of hydrogen, alkyl, carbocyclyl, carbocyclylalkyl, heterocyclyl, and heterocyclylalkyl, wherein:

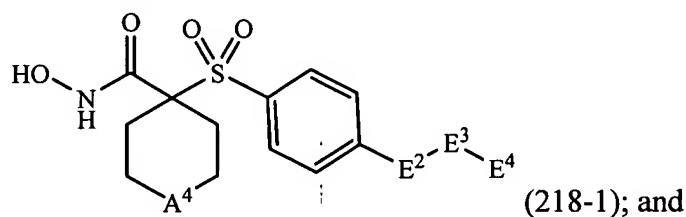
any member of such group optionally is substituted with one or more substituents

independently selected from the group consisting of halogen, hydroxy, cyano, carboxy, thiol, sulfo, nitro, nitroso, oxo, thioxo, imino, aminocarbonyl, and amino.

216. **(original)** A compound or salt thereof according to claim 215, wherein E¹ is phenyl.

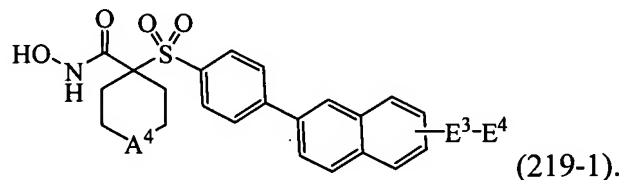
217. **(original)** A compound or salt thereof according to claim 215, wherein A¹ is hydroxy.

218. **(original)** A compound or salt thereof according to claim 217, wherein:
the compound corresponds in structure to Formula (218-1):

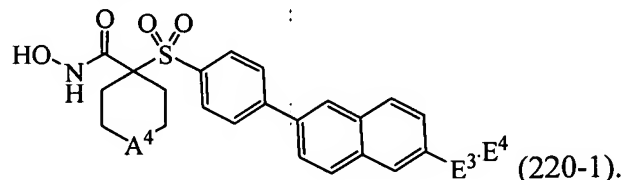


A⁴ is selected from the group consisting of -O-, -N(H)-, -N(R^x)-, -S-, -S(O)-, -S(O)₂-, -C(H)₂-, and -C(R^x)₂-.

219. **(original)** A compound or salt thereof according to claim 218, wherein the compound corresponds in structure to Formula (219-1):

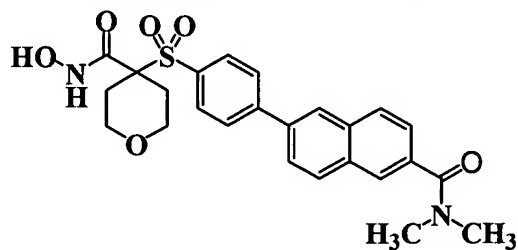


220. **(original)** A compound or salt thereof according to claim 219, wherein the compound corresponds in structure to Formula (220-1):

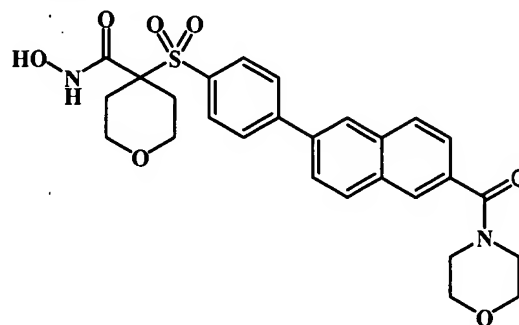


221. **(original)** A compound or salt thereof according to claim 220, wherein E³ is selected from the group consisting of -C(O)- and -C(O)-N(R^b)-.

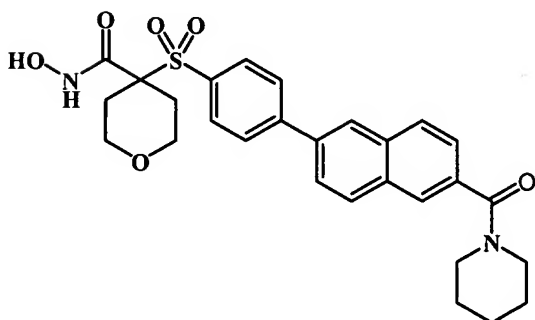
222. **(original)** A compound or salt thereof according to claim 221, wherein the compound is selected from the group consisting of:



(222-1),



(222-2), and



(222-3).

223. **(withdrawn)** A method for treating a condition associated with pathologically excessive matrix metalloprotease activity, TNF- α convertase activity, or aggrecanase activity in a mammal, wherein the method comprises administering a compound (or a pharmaceutically acceptable salt thereof) recited in claim 1, 75, 80, 94, 135, 157, 171, 184, 187, 191, 199, and 215 to the mammal in an amount that is therapeutically-effective to treat the condition.

224. **(withdrawn)** A method according to claim 223, wherein A¹ is selected from the group consisting of hydrogen and hydroxy.

225. **(withdrawn)** A method for treating a pathological condition in a mammal, wherein:

the pathological condition is selected from the group consisting of tissue destruction, a fibrotic disease, matrix weakening, defective injury repair, a cardiovascular disease, a pulmonary disease, a kidney disease, a liver disease, an ophthalmologic disease, and a central nervous system disease; and

the method comprises administering a compound (or a pharmaceutically acceptable salt thereof) recited in claim 1, 75, 80, 94, 135, 157, 171, 184, 187, 191, 199, and 215 to the mammal in an amount that is therapeutically-effective to treat the pathological condition.

226. **(original)** A pharmaceutical composition, wherein the composition comprises a therapeutically-effective amount of a compound (or a pharmaceutically-acceptable salt thereof) recited in claim 1, 75, 80, 94, 135, 157, 171, 184, 187, 191, 199, and 215.